

FEDERATED NATIONAL HOLDING CO
 Form 4
 March 14, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PRYGELSKI PETER J

2. Issuer Name and Ticker or Trading Symbol
FEDERATED NATIONAL HOLDING CO [FNHC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 14050 N.W. 14 STREET, SUITE 180
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/10/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Financial Officer & Treas

SUNRISE, FL 33323

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	03/10/2016		A		12,721	A	\$ 112,413 ⁽²⁾
Common Stock, par value \$0.01 per share	03/11/2016		S		4,463	D	\$ 19.24 ⁽³⁾
							4,000
							I

Common
Stock, par
value
\$0.01 per
share

Held in Mr.
Prygelski's
IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (right to buy)	\$ 4.36					03/03/2011 ⁽⁴⁾ 03/03/2020	Common Stock, par value \$0.01 per share	15,000
Stock Options (right to buy)	\$ 2.45					08/22/2012 ⁽⁵⁾ 08/22/2021	Common Stock, par value \$0.01	10,000
Stock Options (right to buy)	\$ 4.4					04/06/2013 ⁽⁵⁾ 04/06/2022	Common Stock, par value \$0.01 per share	15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PRYGELSKI PETER J
14050 N.W. 14 STREET
SUITE 180
SUNRISE, FL 33323

X

Chief Financial Officer & Trea

Signatures

/s/ Peter J.
Prygelski, III

03/14/2016

__Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Restricted stock award pursuant to the Issuer's 2012 Stock Incentive Plan.

10,447 restricted shares vested on 3/4/2016 and 3,184 restricted shares vested on 3/10/2016; therefore resulting from the vesting of

(2) 13,631 restricted shares and the grant of 12,721 restricted stock on 3/10/2016, a total of 66,535 of the Reporting Person's shares are subject to vesting under the Issuer's 2012 Stock Incentive Plan.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.20

(3) to \$19.31, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price with the range set forth above.

(4) The options vest 20% per year.

(5) The options vest 33 1/3% per year.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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