

FEDERATED NATIONAL HOLDING CO

Form 4

May 22, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DORF CARL

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**

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2014

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
SUNRISE, FL 33323

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

(City) (State) (Zip)

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 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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	05/21/2014		M	15,000 A	\$ 4.73 28,142 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	05/21/2014		S	300 D	\$ 23.49 27,842 ⁽¹⁾	D	
Common Stock, par value \$0.01	05/21/2014		S	1,000 D	\$ 23.5 26,842 ⁽¹⁾	D	

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per share

Common Stock, par value \$0.01 per share	05/21/2014	S	200	D	\$ 23.68	26,642 ⁽¹⁾	D
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Common Stock, par value \$0.01 per share	05/21/2014	S	1,052	D	\$ 23.7	25,590 ⁽¹⁾	D
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Common Stock, par value \$0.01 per share	05/21/2014	S	1,080	D	\$ 23.71	24,510 ⁽¹⁾	D
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Common Stock, par value \$0.01 per share	05/21/2014	S	279	D	\$ 23.72	24,231 ⁽¹⁾	D
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Common Stock, par value \$0.01 per share	05/21/2014	S	101	D	\$ 23.73	24,130 ⁽¹⁾	D
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Common Stock, par value \$0.01 per share	05/21/2014	S	1,616	D	\$ 23.74	22,514 ⁽¹⁾	D
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Common Stock, par value \$0.01 per share	05/21/2014	S	1,100	D	\$ 23.75	21,414 ⁽¹⁾	D
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Common Stock, par value \$0.01 per share	05/21/2014	S	601	D	\$ 23.76	20,813 ⁽¹⁾	D
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Common Stock, par value \$0.01 per share	05/21/2014	S	400	D	\$ 23.78	20,413 ⁽¹⁾	D
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Common Stock, par value \$0.01 per share	05/21/2014	S	410	D	\$ 23.79	20,003 ⁽¹⁾	D
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Common Stock, par value \$0.01 per share	05/21/2014	S	500	D	\$ 23.8	19,503 ⁽¹⁾	D
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Common Stock, par value \$0.01 per share	05/21/2014	S	100	D	\$ 23.81	19,403 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/21/2014	S	100	D	\$ 23.82	19,303 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/21/2014	S	710	D	\$ 23.83	18,593 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/21/2014	S	3	D	\$ 23.85	18,590 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/21/2014	S	481	D	\$ 23.86	18,109 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/21/2014	S	300	D	\$ 23.87	17,809 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/21/2014	S	302	D	\$ 23.88	17,507 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/21/2014	S	809	D	\$ 23.89	16,698 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/21/2014	S	601	D	\$ 23.91	16,097 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/21/2014	S	210	D	\$ 23.92	15,887 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/21/2014	S	1,018	D	\$ 23.93	14,869 ⁽¹⁾	D
	05/21/2014	S	403	D		14,466 ⁽¹⁾	D

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Common Stock, par value \$0.01 per share					\$ 23.96				
Common Stock, par value \$0.01 per share	05/21/2014		S	506	D	\$ 23.97	13,960 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	05/21/2014		S	303	D	\$ 23.98	13,657 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share							63,491 ⁽²⁾	I	Held by Dorf Trust
Common Stock, par value \$0.01 per share							59,624	I	Held by Carl Dorf Rollover 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.

SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 4.73	05/21/2014		M		15,000		01/02/2010	01/02/2019	Common Stock, par value \$0.01 per share	15,000
Stock Options	\$ 2.45							08/22/2012 ⁽³⁾	08/22/2021	Common Stock, par	10,000

(right to
buy)value
\$0.01 per
shareStock
Options
(right to
buy) \$ 4.404/06/2013⁽³⁾ 04/06/2022Common
Stock, par
value 15,000
\$0.01 per
share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DORF CARL 14050 N.W. 14 STREET SUITE 180 SUNRISE, FL 33323	X			

Signatures

/s/ Carl Dorf 05/22/2014

__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) A total of 5,808 of the Reporting Person's shares are subject to vesting under the Issuer's 2012 Stock Incentive Plan. The total also includes 1,500 shares previously reported as owned indirectly held by Dorf Trust.
- (2) The total does not include 1,500 shares previously reported as indirectly owned held by Dorf Trust.
- (3) Stock 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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