

HOWELL HILTON H JR
Form 5
January 29, 2009

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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
Number: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
HOWELL HILTON H JR

2. Issuer Name **and** Ticker or Trading
Symbol
ATLANTIC AMERICAN CORP
[AAME]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2008

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

4370 PEACHTREE ROAD, N.E.

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ATLANTA, GA 30319

☒ 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	204,954	D	Â
Common Stock ⁽¹⁾	Â	Â	Â	Â	Â	94,784	I	401(k) Plan
Common Stock ⁽²⁾	Â	Â	Â	Â	Â	39,025	I	By Spouse
Common Stock ⁽³⁾	Â	Â	Â	Â	Â	2,175	I	By Spouse IRA

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Common Stock ⁽⁴⁾	Â	Â	Â	Â	Â	Â	6,720	I	Joint - Harriett J. Robinson w/son
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270
(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. Price of Derivative Security (Instr. 5)
Option to Buy ⁽⁵⁾	Â	Â	Â	Â	Â Â	Date Exercisable Expiration Date	Â Amount or Cmn Number of Stk Shares	Â
					Â Â	Â ⁽⁵⁾ Â ⁽⁵⁾	200,000 ⁽⁵⁾	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWELL HILTON H JR 4370 PEACHTREE ROAD, N.E. ATLANTA, GA 30319	Â X	Â	Â President & CEO	Â

Signatures

Janie L. Ryan
POA 01/29/2009

 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) Mr. Howell has an indirect ownership interest in 94784 shares held in a 401(k) Plan based on the most recent plan statement.
- (2) Mr. Howell also has an indirect ownership interest in 39025 shares for which 1025 shares are held directly by spouse; 6000 shares held F/B/O daughter, Alston Elizabeth Howell, with spouse as Custodian; 7000 shares held F/B/O, son, Hilton Hatchett Howell, III, with

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spouse as Custodian; 12500 shares held F/B/O daughter, Anna Louise Howell, with spouse as Custodian; and 12500 shares held F/B/O daughter, Julia Bailey Howell, with spouse as Custodian, all for which Mr. Howell expressly disclaims beneficial ownership of such securities.

- (3) Mr. Howell also has an indirect ownership interest in 2175 shares held directly by Mr. Howell's spouse in an IRA account for which Mr. Howell expressly disclaims beneficial ownership of such securities.
- (4) Mr. Howell also has an indirect ownership interest in 6720 shares owned jointly by his son with Harriett J. Robinson for which Mr. Howell expressly disclaims beneficial ownership in such securities.

- Mr. Howell also holds employee stock options to acquire 100000 shares of common stock granted under the Company's 1992 Incentive Plan at an exercise price of \$1.25 and 100000 shares of common stock under the Company's 2002 Incentive Plan at an exercise price of \$1.59.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.