

FEDERATED NATIONAL HOLDING CO  
 Form 4  
 December 09, 2013

**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 \*  
**HART CHARLES B JR**

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)  
 12/05/2013

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

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 (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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share	12/05/2013		M		500 <sup>(1)</sup> A \$ 13.17	4,500 <sup>(3)</sup>	D
Common Stock, par value \$0.01 per share	12/05/2013		F		486 <sup>(1)</sup> D \$ 13.55 <sup>(2)</sup>	4,014 <sup>(3)</sup>	D
Common Stock, par value \$0.01	12/05/2013		M		4,500 <sup>(4)</sup> A \$ 12.58	8,514 <sup>(3)</sup>	D

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per share

Common Stock, par value \$0.01 per share	12/05/2013	F	4,178 <u>(4)</u>	D	\$ 13.55 <u>(2)</u>	4,336 <u>(3)</u>	D
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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 (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)	\$ 12.58	12/05/2013		M	4,500	01/30/2009 01/30/2014	Common Stock, par value \$0.01 per share 4,500
Stock Options (right to buy)	\$ 13.17	12/05/2013		M	500	12/06/2008 12/06/2013	Common Stock, par value \$0.01 per share 500
Stock Options (right to buy)	\$ 4.73					01/02/2010 <sup>(5)</sup> 01/02/2019	Common Stock, par value \$0.01 per share 15,000
Stock Options (right to buy)	\$ 2.45					08/22/2012 <sup>(5)</sup> 08/22/2021	Common Stock, par value \$0.01 10,000
Stock Options	\$ 4.4					04/06/2013 <sup>(5)</sup> 04/06/2022	Common Stock, par 15,000

(right to  
buy)

value  
\$0.01 per  
share

## Reporting Owners

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

## Signatures

/s/ Charles B.  
Hart, Jr. 12/09/2013

           Signature of                      Date  
Reporting Person

## 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) Represents a "net exercise" of vested stock options. There was no open market sale of shares by the reporting person. A total of 486 shares were withheld by Issuer for payment of the exercise price, and the net exercise resulted in 14 shares issued by the Issuer to the reporting person.
  - (2) Closing market price of Federated National Holding Company common stock on the respective transaction date.
  - (3) 4,000 of the total shares are restricted shares subject to vesting under the Issuer's 2012 Stock Incentive Plan.
  - (4) Represents a "net exercise" of vested stock options. There was no open market sale of shares by the reporting person. A total of 4,178 shares were withheld by Issuer for payment of the exercise price, and the net exercise resulted in 322 shares issued by the Issuer to the reporting person.
  - (5) 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. 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.