NATIONAL BEVERAGE CORP

Form 4 June 12, 2013

FORM 4

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

OMB APPROVAL

burden hours per response...

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

CONLEE CECIL D

2. Issuer Name and Ticker or Trading Symbol

NATIONAL BEVERAGE CORP [FIZZ]

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(City)

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 06/10/2013

X_ Director 10% Owner

Officer (give title Other (specify below)

8100 SW 10TH STREET, SUITE

4000

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

PLANTATION, FL 33324

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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 Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Y	ear)	(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
KEEP STOCK OPTION	\$ 6.12 (1)	06/10/2013		A	1,500 (1)	06/10/2019	06/09/2023	COMMON STOCK	1,500
KEEP STOCK OPTION	\$ 5.98 (1)	06/10/2013		A	1,200 (1)	06/10/2019	06/09/2023	COMMON STOCK	1,200
KEEP STOCK OPTION	\$ 6.89 (1)	06/10/2013		A	300 (1)	06/10/2019	06/09/2023	COMMON STOCK	300

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 6	Director	10% Owner	Officer	Other		
CONLEE CECIL D 8100 SW 10TH STREET SUITE 4000 PLANTATION, FL 33324	X					

Signatures

/s/ Cecil D.
Conlee

**Signature of Reporting Person

O6/12/2013

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).

Under the company's Key Employee Equity Partnership Program ("KEEP") participants receive a grant equal to 50% of the number of shares of the company's common stock purchased on the open market. KEEP options are granted at an initial exercise price of 60% of the

(1) purchase price of the shares acquired and such price is reduced to the par value of the common stock over a 6 year vesting period. As a result of open market stock purchases made by Mr. Conlee between April 2009 and January 2010, he was granted KEEP options on June 10, 2013. Reference is made to Exhibit 10.8 of the company's 10-k for the year ended April 28, 2012.

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.

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