#### CAPORELLA JOSEPH G

Form 4

December 06, 2012

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

OMB Number:

3235-0287 January 31,

0.5

if no longer

Check this box

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Expires: 2005 Estimated average

**OMB APPROVAL** 

response...

burden hours per

Form 4 or 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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* CAPORELLA JOSEPH G

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

NATIONAL BEVERAGE CORP [FIZZ]

(Check all applicable)

President

(Middle)

(Zip)

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

12/04/2012

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below) below)

8100 SW 10TH STREET, SUITE

(First)

(Street)

(State)

4000

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_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

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

Execution Date, if (Month/Day/Year)

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

Securities Beneficially Owned Following

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

Reported Transaction(s)

(Instr. 3 and 4) Price

363,400

**COMMON STOCK** 

12/04/2012

Code V Amount (D) 5,400 X (1) 0.01

(A)

or

D

(Instr. 4)

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)

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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. Transactic Code (Instr. 8)	5. Number own 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
KEEP OPTION	\$ 0.01 (2)	12/04/2012		X		2,400	03/09/2010	03/07/2014	COMMON STOCK	2,400
KEEP OPTION	\$ 0.01 (2)	12/04/2012		X		600	05/01/2010	04/29/2014	COMMON STOCK	600
KEEP OPTION	\$ 0.01 (2)	12/04/2012		X		1,200	07/22/2010	07/20/2014	COMMON STOCK	1,200
KEEP OPTION	\$ 0.01 (2)	12/04/2012		X		600	01/01/2011	12/30/2014	COMMON STOCK	600
KEEP OPTION	\$ 0.01 (2)	12/04/2012		X		600	03/24/2011	03/22/2015	COMMON STOCK	600

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 6	Director	10% Owner	Officer	Othe		
CAPORELLA JOSEPH G 8100 SW 10TH STREET SUITE 4000 PLANTATION, FL 33324	X		President			

# **Signatures**

/s/ Joseph G.
Caporella

\*\*Signature of Reporting Person

12/06/2012

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).
- Securities were acquired by exercising certain options granted to the reporting person under the Company's Key Employee Equity (1) Partnership Program ("KEEP") between March 8, 2004 and March 23, 2005. Reference is made to the derivative security table and footnote 2 of this Form 4.
- (2) 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 purchase price of the shares acquired and such price is reduced to the

Reporting Owners 2

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par value of the Company's common stock over a six year vesting period. Reference is made to Exhibit 10.8 of the Company's Form 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.