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NATIONAL HOLDINGS C Form 4 August 02, 2007	ORP									
FORM 4 UNITED		OMB APPROVAL								
Washington, D.C. 20549						OMB Number:	3235-0287			
if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. STATE STATE	subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESEstimated average burden hours per responseForm 4 or Form 5 obligationsFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,Estimated average burden hours per response									
See Instruction 1(b).	50(II)		livestillent	Compan		1740				
(Print or Type Responses)										
GOLDWASSER MARK Symbol			er Name and DNAL HC D.OB]			Issuer	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) C/O NATIONAL HOLDIN CORPORATION, 120 BROADWAY, 27TH FLOO	of Earliest T Day/Year) 2007	ransaction		below)	Officer (give title Other (specify					
(Street)	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 				
NEW YORK, NY 10271						Form filed by M Person				
(City) (State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities	s Acquired, Disposed of	, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, in any (Month/Day/Year)		Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			Securities F Beneficially (I Owned (I Following (I Reported Transaction(s) (Instr. 3 and 4)	SecuritiesForm: DirectIndiBeneficially(D) or IndirectBenOwned(I)OwFollowing(Instr. 4)(Instr. 4)ReportedInstr. 4)(Instr. 4)			
Reminder: Report on a separate lir	e for each els	ass of sec	Code V		(D) Pric	ce				

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.

 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 3A. Deemed (Month/Day/Year) Execution Da any (Month/Day/		Coc	TransactionDerivative Code Securities			6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Coo	le V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (1)	\$ 2.44	08/01/2007		А		57,500)	<u>(1)</u>	08/01/2012	Common Stock	57,500
Reporting Owners											
Reporting Owner Name / Address		S	Relationships								
			Director	ector 10% Owner Officer				Other			
GOLDWASSER MARK C/O NATIONAL HOLDINGS CORPORATION 120 BROADWAY, 27TH FLOOR NEW YORK, NY 10271		ORATION	Х		Х	Chie	ef Executive	e Officer			
Signa	tures										
Mark Goldwasser (By Mitchell C. Littman, by Power of Attorney)			er of			08/02	2/2007				
	**(Signature of Reporting P	erson				Da	ate			
Expla	nation	of Respo	nses:								

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- * 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) Granted in accordance with the issuer's stock option plan, the options vest 25% on the grant date and 25% on the first, second and third anniversary of the grant date.

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.