#### PLIMPTON FRANK

Form 4 July 14, 2010

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

Issuer

PLIMPTON FRANK

Symbol

(Check all applicable)

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

NATIONAL HOLDINGS CORP [NHLD.OB]

(Last) (First)

450 LAKE AVENUE

3. Date of Earliest Transaction

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

(Middle) (Month/Day/Year)

07/12/2010

below) 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

GREENWICH, CT 06830

(City) (State) (Zip)

(Street)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

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

(Instr. 4)

(A)

Following Reported Transaction(s) (Instr. 3 and 4)

or 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 SEC 1474 information contained in this form are not (9-02)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

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

#### Edgar Filing: PLIMPTON FRANK - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) of Disposed of (Instr. 3, 4, and	<b>)</b> )				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Series C Preferred Stock	\$ 0.5 (1)	07/12/2010		P		10,052		07/12/2010	(2)	Common Stock	1,005,2
Warrants (right to purchase)	\$ 0.5	07/12/2010		P		1,005,205		<u>(3)</u>	<u>(4)</u>	Common Stock	1,005,2

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Troporting O William ( Trum of the control of the c	Director	10% Owner	Officer Other				
PLIMPTON FRANK 450 LAKE AVENUE GREENWICH, CT 06830	X						

# **Signatures**

Frank S. Plimpton, By Mark F. Coldwell, by power of attorney) 07/14/2010

\*\*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) The shares of Series C Preferred Stock convert at a price equal to the Original Issue Price divided by the Conversion Price, as adjusted, which is initially \$0.50 per share.
- (2) The shares of Series C Preferred Stock do not expire.
- (3) The Warrants vest 33% immediately and 33% on each of the first and second anniversaries of the date of grant.
- (4) Each tranche of vested Warrants expire five years from the date of vesting.
- (5) The shares of Series C Preferred Stock and Warrants were issued in connection with the conversion of a promissory note in the principal amount of \$500,000, plus accrued interest.

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.

Reporting Owners 2