

Woodbridge Holdings Corp (Formerly Levitt Corp)

Form 4/A

December 18, 2008

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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
NICHOLSON WILLIAM R

2. Issuer Name **and** Ticker or Trading
Symbol

Woodbridge Holdings Corp
(Formerly Levitt Corp) [WDGH]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2100 WEST CYPRESS CREEK
ROAD

(Street)

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

12/10/2008

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

FORT LAUDERDALE, FL 33309

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/11/2008

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock, par value \$0.01 per share	12/10/2008		P		2,000	A	\$ 0.55
					8,073 ⁽¹⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NICHOLSON WILLIAM R
2100 WEST CYPRESS CREEK ROAD X
FORT LAUDERDALE, FL 33309

Signatures

/s/ John K. Grelle, Executive Vice President and Chief Financial Officer, Woodbridge
Holdings Corporation, Attorney-in-Fact for William R. Nicholson

12/18/2008

__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) On September 26, 2008, the Issuer effected a one-for-five reverse stock split, pursuant to which each five shares of the Issuer's Class A Common Stock automatically converted into one share of Class A Common Stock. The Form 4 filed on December 11, 2008, which correctly reported Mr. Nicholson's purchase of 2,000 post-split shares of the Issuer's Class A Common Stock, inadvertently failed to account for the reverse stock split when reporting the aggregate number of shares of the Issuer's Class A Common Stock owned by Mr. Nicholson following such purchase. As a result, this amendment is filed solely to correct Mr. Nicholson's current ownership interest in the Issuer's Class A Common Stock.

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.