Dewey Christopher Form 3 January 05, 2007

#### FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement NATIONAL HOLDINGS CORP [NHLD.OB] A Dewey Christopher (Month/Day/Year) 12/27/2006 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 120 BROADWAY, 27TH (Check all applicable) **FLOOR** (Street) 6. Individual or Joint/Group \_X\_ Director 10% Owner \_X\_ Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting Vice Chairman Person NEW YORK, NYÂ 10271 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â D Common Stock 176,924 Common Stock 12,500 I By Daughter 1 Common Stock 12,500 I By Daughter 2 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date (Month/Day/Year)	Securities Underlying	Conversion	Ownership	Beneficial Ownership

#### Edgar Filing: Dewey Christopher - Form 3

	Date Exercisable	Expiration Date	Derivative Se (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Option (right to buy) (1)	(2)	12/27/2016	Common Stock	150,000	\$ 1.3	D	Â

## **Reporting Owners**

Reporting Owner Name / Address	Relationsnips					
	Director	10% Owner	Officer	Other		
Dewey Christopher						
120 BROADWAY	ÂΧ	â	Vice Chairman	â		
27TH FLOOR	АЛ	Α	A vice Chamman	A		
NEW YORK, NY 10271						

### **Signatures**

Christopher C. Dewey (By Mark F. Coldwell by power-of-attorney) 01/05/2007

\*\*Signature of Reporting Person Date

#### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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.
- (2) 75,000 options vest immediately and 75,000 vest on 12/27/07.

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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