

National General Holdings Corp.

Form 4

March 01, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Weissmann Jeffrey

2. Issuer Name and Ticker or Trading
Symbol
National General Holdings Corp.
[NGHC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2016

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
General Counsel & Secretary

C/O NGHC, 59 MAIDEN LANE,
38TH FLOOR

(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
____ Form filed by More than One Reporting
Person

NEW YORK, NY 10038

(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	
Common Stock, \$.01 par value	02/27/2016		M		1,796 (1)	A \$ 0	1,896 D
Common Stock, \$.01 par value	02/27/2016		F		843 (2)	D \$ 0	1,053 D
Common Stock, \$.01 par	03/01/2016		M		30,000	A \$ 6.53	31,053 D

value

Common

Stock,

\$.01 par

value

03/01/2016

S

15,000

D

\$

20.0172

16,053

D

(3)

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	02/27/2016		M		1,796		(5)	(5)	Common Stock, \$.01 par value	1,796
Restricted Stock Units	(4)	02/26/2016		A		6,003		(6)	(6)	Common Stock, \$.01 par value	6,003
Option to Purchase Common Stock	\$ 6.53	03/01/2016		M		30,000		01/27/2013	01/27/2022	Common Stock, \$.01 par value	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Weissmann Jeffrey C/O NGHC 59 MAIDEN LANE, 38TH FLOOR NEW YORK, NY 10038	General Counsel & Secretary

Signatures

/s/ Jeffrey
Weissmann

03/01/2016

__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) Acquisition of common stock resulting from the vesting of one-third of the restricted stock units granted to Mr. Weissmann on February 27, 2015.

(2) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-third of the restricted stock units granted to Mr. Weissmann on February 27, 2015.

Reflects a weighted average sale price of \$20.0172 per share, at prices ranging from \$19.90 to \$20.11 per share. The reporting person will
(3) provide, upon request by the staff of the Securities and Exchange Commission, the Company, or a security holder of the Company, full information regarding the number of shares sold at each separate price.

(4) Each restricted stock unit represents a contingent right to receive one share of National General Holdings Corp.'s common stock.

On February 27, 2015, Mr. Weissmann received restricted stock units representing 5,388 shares subject to a three-year vesting schedule,
(5) vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.

On February 26, 2016, Mr. Weissmann received restricted stock units representing 6,003 shares subject to a three-year vesting schedule,
(6) vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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