

FEDERATED NATIONAL HOLDING CO
 Form 4
 May 27, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Braun Michael H

2. Issuer Name and Ticker or Trading Symbol
 FEDERATED NATIONAL HOLDING CO [FNHC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 14050 N.W. 14 STREET, SUITE 180
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/23/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer & Pres

SUNRISE, FL 33323

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 per share | 05/23/2014 | | M | 40,000 A | \$ 8.32 | 224,414 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | | S | 799 D | \$ 23.88 | 223,615 ⁽¹⁾ | D |
| | 05/23/2014 | | S | 2,504 D | \$ 23.89 | 221,111 ⁽¹⁾ | D |

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|--|------------|---|-------|---|----------|------------------------|---|
| Common Stock, par value \$0.01 per share | | | | | | | |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 5,843 | D | \$ 23.9 | 215,268 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 1,763 | D | \$ 23.91 | 213,505 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 505 | D | \$ 23.92 | 213,000 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 805 | D | \$ 23.93 | 212,195 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 278 | D | \$ 23.94 | 211,917 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 200 | D | \$ 23.96 | 211,717 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 200 | D | \$ 23.97 | 211,517 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 200 | D | \$ 23.98 | 211,317 ⁽¹⁾ | D |
| | 05/23/2014 | S | 100 | D | \$ 23.99 | 211,217 ⁽¹⁾ | D |

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|--|------------|---|-------|---|--------------|------------------------|---|
| Common Stock, par value \$0.01 per share | | | | | | | |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 1,280 | D | \$ 24 | 209,937 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 300 | D | \$ 24.01 | 209,637 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 920 | D | \$ 24.02 | 208,717 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 300 | D | \$ 24.03 | 208,417 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 400 | D | \$ 24.04 | 208,017 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 300 | D | \$ 24.05 | 207,717 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 165 | D | \$ 24.055 | 207,552 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 1,000 | D | \$ 24.06 | 206,552 ⁽¹⁾ | D |
| | 05/23/2014 | S | 795 | D | \$ 24.07 | 205,757 ⁽¹⁾ | D |

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|--|------------|---|-------|---|----------|------------------------|---|
| Common Stock, par value \$0.01 per share | | | | | | | |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 1,121 | D | \$ 24.08 | 204,636 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 1,713 | D | \$ 24.09 | 202,923 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 446 | D | \$ 24.1 | 202,477 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 196 | D | \$ 24.11 | 202,281 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 415 | D | \$ 24.12 | 201,866 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 500 | D | \$ 24.13 | 201,366 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 598 | D | \$ 24.14 | 200,768 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 05/23/2014 | S | 200 | D | \$ 24.15 | 200,568 ⁽¹⁾ | D |
| | 05/23/2014 | S | 100 | D | | 200,468 ⁽¹⁾ | D |

Common Stock, par value \$0.01 per share \$ 24.155

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Options (right to buy) | \$ 8.32 | 05/23/2014 | | M | 40,000 | 07/01/2009 07/01/2014 | Common Stock, par value \$0.01 per share 40,000 |
| Stock Options (right to buy) | \$ 4.59 | | | | | 12/12/2009 ⁽³⁾ 12/12/2018 | Common Stock, par value \$0.01 pre share 500 |
| Stock Options (right to buy) | \$ 4.73 | | | | | 01/02/2010 ⁽²⁾ 01/02/2015 | Common Stock, par value \$0.01 per share 40,000 |
| Stock Options (right to buy) | \$ 4.36 | | | | | 03/03/2011 ⁽²⁾ 03/03/2020 | Common Stock, par value \$0.01 per share 15,000 |
| Stock Options | \$ 2.45 | | | | | 08/22/2012 ⁽³⁾ 08/22/2021 | Common Stock, par 10,000 |

(right to buy)

value
\$0.01 per share

Stock Options (right to buy) \$ 4.4

04/06/2013⁽³⁾ 04/06/2022

Common Stock, par value \$0.01 15,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Braun Michael H 14050 N.W. 14 STREET SUITE 180 SUNRISE, FL 33323 | X | | Chief Executive Officer & Pres | |

Signatures

/s/ Michael H. Braun 05/27/2014

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) A total of 160,663 of the Reporting Person's shares are subject to vesting under the Issuer's 2012 Stock Incentive Plan.
- (2) The options vest 20% per year.
- (3) The options vest 33 1/3% per year.

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.