

Woodbridge Holdings Corp (Formerly Levitt Corp)
 Form 4/A
 December 18, 2008

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 *
 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
 (City) (State) (Zip)

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

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

Reminder: Report on a separate line for each class of securities beneficially 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.

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 FORT LAUDERDALE, FL 33309 | | X | | |

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.