

SOKOLOW LEONARD J
 Form 4
 January 29, 2013

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 *
 SOKOLOW LEONARD J

2. Issuer Name and Ticker or Trading Symbol
 NATIONAL HOLDINGS CORP
 [NHLD.OB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1200 NORTH FEDERAL HIGHWAY, SUITE 400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/11/2012

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

BOCA RATON, FL 22432

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.02 per share	09/11/2012		A		340,854 ⁽¹⁾ A \$ 0 1,140,326	D	
Common Stock, par value \$0.02 per share	01/25/2013		C		201,041 ⁽²⁾ A \$ 0.5 1,341,367	D	
Common Stock, par value \$0.02	01/25/2013		C		101,214 ⁽³⁾ A \$ 0 1,442,581	D	

per share

Common

Stock, par value \$0.02 01/25/2013 P 33,333 A \$ 0.3 1,475,914 D

per share

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOKOLOW LEONARD J 1200 NORTH FEDERAL HIGHWAY SUITE 400 BOCA RATON, FL 22432	X			

Signatures

/s/ Leonard J. Sokolow 01/29/2013

**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) These shares of Common Stock were issued pursuant to the Reporting Person's employment agreement, as amended on November 23, 2009.

On January 24, 2013, the holders of a majority of the outstanding shares of Series C preferred stock, par value \$0.02 per share (the "Series C Preferred Stock") approved the Amended and Restated Series C Certificate of Designation. The Amended and Restated Series C

(2) Certificate of Designation provides that in the event National Holdings Corporation (the "Company") shall have raised at least \$5 million through the sale of Common Stock at a purchase price no less than \$0.30 per share in a private placement transaction by March 31, 2013, all outstanding shares of Series C Preferred Stock shall automatically be converted into shares of Common Stock at the then effective conversion price of the Series C Preferred Stock. The Company completed a \$8.8 million private placement at \$0.30 per share on January 25, 2013 and, as a result, the Series C Preferred Stock was mandatorily converted into shares of Common Stock of the Company.

(3) On January 24, 2013, the Company entered into a Warrant Exchange Agreement with the Reporting Person pursuant to which the Reporting Person exchanged warrants for 101,214 shares of Common Stock. The transaction closed on March 25, 2013.

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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