NATIONAL HOLDINGS CORP

Form 4 June 30, 2009

Stock,

June 30, 200	9										
FORM	14									APPROVAL	
	UNITED	STATES		ITIES A hington,			NGE	COMMISSION	OMB Number:	3235-0287	
Check th									Expires:	January 31,	
if no long subject to Section 1 Form 4 o	GES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden ho	Estimated average burden hours per response 0.5				
Form 5 obligation may cont <i>See</i> Instruction 1(b).	ns Section 17(a) of the		ility Hold	ling Con	npany	Act o	ge Act of 1934, of 1935 or Section 1940	on		
(Print or Type I	Responses)										
GOLDWASSER MARK Symbol			r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
	NATIONAL HOLDINGS CORP [NHLD.OB]					(Che	eck all applicable)				
(Last)	(First) (I	Middle)	(Month/Day/Year)X_ Officer (X Director X Officer (gives	ive title Other (specify below)		
CORPORA'	ONAL HOLDING TION, 120 AY, 27TH FLOO		06/26/20	009				below) Chief	Executive Off	icer	
	(Street)			ndment, Da th/Day/Year)	_	l		6. Individual or Applicable Line) _X_ Form filed by	One Reporting I	Person	
NEW YOR	K, NY 10271							Person	More than One I	Reporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Securi	ities Ac	equired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (D))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common				Code V	Amount	(D)	Price	(IIIsu: 3 and 4)			
Stock, \$0.02 par value	06/24/2009			G	9,100	D	\$0	44,093	D		
Common Stock, \$0.02 par value								7,375	I	By IRA	
Common								7,375	I	By Spouse's	

IRA

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\$0.02 par value			
Common Stock, \$0.02 par value	4,350	I	As UTMA Custodian for Son
Common Stock, \$0.02 par value	4,350	I	As UTMA Custodian for Daughter 1
Common Stock, \$0.02 par value	4,350	I	As UTMA Custodian for Daughter 2

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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exe	rcisable and	7. Title a	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumb	er Expiration I	Date	Amount	of	Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underly	ing	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3) Deriva	itive		Securitie	es	(Instr. 5)
	Derivative				Securi	ties		(Instr. 3	and 4)	
	Security				Acqui	red		`		
	•				(A) or					
					Dispos					
					of (D)					
					(Instr.					
					4, and					
					i, una	<i>J</i>)				
								A	mount	
						Date	Expiration	01	r	
							Exercisable Date	Title Number		
						Exercisable		of	f	
				Code	V (A) (D)		Sl	hares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting o whet runner runness	Director	10% Owner	Officer	Other		
GOLDWASSER MARK C/O NATIONAL HOLDINGS CORPORATION 120 BROADWAY, 27TH FLOOR NEW YORK, NY 10271	X		Chief Executive Officer			

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Signatures

Mark Goldwasser (By Mitchell C. Littman, by Power of Attorney)

06/30/2009

**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).

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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