

Dewey Christopher
Form 3
January 05, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

^ Dewey Christopher

(Last) (First) (Middle)

120 BROADWAY, ^ 27TH FLOOR

(Street)

NEW YORK, ^ NY ^ 10271

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

12/27/2006

3. Issuer Name and Ticker or Trading Symbol

NATIONAL HOLDINGS CORP [NHLD.OB]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner

☒ Officer ☐ Other

(give title below) (specify below)

Vice Chairman

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

176,924

D

^

Common Stock

12,500

I

By Daughter 1

Common Stock

12,500

I

By Daughter 2

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect Beneficial Ownership

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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
			Title	Amount or Number of Shares			
Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	12/27/2016	Common Stock	150,000	\$ 1.3	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dewey Christopher 120 BROADWAY 27TH FLOOR NEW YORK, NY 10271	Â X	Â	Â Vice Chairman	Â

Signatures

Christopher C. Dewey (By Mark F. Coldwell by power-of-attorney) 01/05/2007

^{__}Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Granted in accordance with the issuer's stock option plan.

(2) 75,000 options vest immediately and 75,000 vest on 12/27/07.

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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