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BEDFORD OAK ADVISORS LLC

Form 4

January 03, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

BEDFORD OAK ADVISORS LLC

		NATIONAL HOLDINGS CORP [NHLD]				RP.	(Check all applicable)			
(First) I BEDFORD R	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/30/2010			DirectorX10% Owner Officer (give title below) Other (specify below)					
(Street) , NY 10549		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person					
(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acq		f, or Beneficial	ly Owned	
	ar) Execution	on Date, if	Code (Instr. 8)	on(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			
12/30/2010			P	1,000	A	\$ 0.35	3,328,308	I (1)	See footnote (3)	
12/31/2010			P	12,702	A	\$ 0.38 (2)	3,341,010	I (1)	See footnote (3)	
	(Street) , NY 10549 (State) 2. Transaction D (Month/Day/Yea	(Street) (Street) (NY 10549 (State) (State) (Zip) 2. Transaction Date (Month/Day/Year) Executic any (Month/	(First) (Middle) 3. Date of (Month/D 12/30/2010 (Street) 4. If Ame Filed(Mor Filed(Mor Month/Day/Year) (State) (Zip) Table 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year)	NATIONAL HOLE [NHLD] (First) (Middle) 3. Date of Earliest Transcrible (Month/Day/Year) H BEDFORD ROAD 12/30/2010 (Street) 4. If Amendment, Day Filed (Month/Day/Year) NY 10549 (State) (Zip) Table I - Non-D 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8) Code V 12/30/2010 P	NATIONAL HOLDINGS [NHLD] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 12/30/2010 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) NY 10549 (State) (Zip) Table I - Non-Derivative State (Month/Day/Year) 2. Transaction Date 2A. Deemed 3. 4. Securit (Month/Day/Year) Execution Date, if Transaction(A) or Disany Code (Instr. 3, 2 (Month/Day/Year) (Instr. 8) Code V Amount 12/30/2010 P 1,000	NATIONAL HOLDINGS COR [NHLD] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) I BEDFORD ROAD 12/30/2010 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) NY 10549 (State) (Zip) Table I - Non-Derivative Securit 2. Transaction Date 2A. Deemed 3. 4. Securities Ac (Month/Day/Year) Execution Date, if Transaction(A) or Disposed any Code (Instr. 3, 4 and 3 (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) 12/30/2010 P 1,000 A	NATIONAL HOLDINGS CORP [NHLD]	NATIONAL HOLDINGS CORP [NHLD] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Amount of Securities Acquired, Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) 5. Amount of Securities Acquired (Month/Day/Year) (Instr. 3, 4 and 5) 8 Beneficially 0 wned Following Reported Transaction(S) (Instr. 3 and 4) 12/30/2010 P 1,000 A \$ 3,3328,308	NATIONAL HOLDINGS CORP [NHLD] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year) (Instr. 3) (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year) (Instr. 8) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 8) (A) Or Owned Indirect (I) Following (Instr. 4) (A) Or Owned Indirect (I) Following (Instr. 3) (Instr. 3) 3,328,308 I (1) (Instr. 4) (Instr. 3) 3,328,308 I (1) (Instr. 3) 3,328,308 I (1)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	;		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Code v	(11) (D)				Silaios		

Reporting Owners

Reporting Owner Name / Address	Keiauonsinps							
	Director	10% Owner	Officer	Other				
BEDFORD OAK ADVISORS LLC 100 SOUTH BEDFORD ROAD MT KISCO, NY 10549		X						
EISEN HARVEY P 100 SOUTH BEDFORD ROAD MT. KISCO, NY 10549	X	X	Chief Executive Officer					

Signatures

/s/ Harvey P. Eisen, for himself and on behalf of Bedford Oak Advisors, 01/03/2011 LLC

> **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) See Exhibit 99.1, Item 1.
- (2) See Exhibit 99.1, Item 2.
- (3) See Exhibit 99.1, Item 3.

Remarks:

Exhibit List

Reporting Owners 2

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Exhibit 99.1 - Explanation of Responses

Exhibit 99.2 - Joint Filer Information

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.