

National General Holdings Corp.  
Form 4  
March 01, 2016

**FORM 4**

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

OMB APPROVAL

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**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 \*  
Murphy Michael Francis

2. Issuer Name and Ticker or Trading Symbol  
National General Holdings Corp.  
[NGHC]

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

(Last) (First) (Middle)  
C/O NGHC, 59 MAIDEN LANE,  
38TH FLOOR  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/26/2016

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

NEW YORK, NY 10038

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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |   |
| Common Stock, \$.01 par value   | 02/27/2016                           |  | M                              | 1,329 <sup>(1)</sup>  | A   | \$ 0   | 1,429                             | D |
| Common Stock, \$.01 par value   | 02/27/2016                           |  | F                              | 508 <sup>(2)</sup>  | D   | \$ 0   | 921                               | D |

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

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(9-02)

number.

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (3)  | 02/27/2016                           |  | M                              | 1,329   | (4) (4)  | Common Stock, \$.01 par value                                 | 1,329                         |
| Restricted Stock Units                     | (3)  | 02/26/2016                           |  | A                              | 3,699   | (5) (5)  | Common Stock, \$.01 par value                                 | 3,699                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Murphy Michael Francis<br>C/O NGHC<br>59 MAIDEN LANE, 38TH FLOOR<br>NEW YORK, NY 10038 |               |           | Executive Vice President |       |

## Signatures

/s/ Michael

Murphy

03/01/2016

\*\*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) Acquisition of common stock resulting from the vesting of one-third of the restricted stock units granted to Mr. Murphy on February 27, 2015.
- (2) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-third of the restricted stock units granted to Mr. Murphy on February 27, 2015.
- (3) Each restricted stock unit represents a contingent right to receive one share of National General Holdings Corp.'s common stock.

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(4) On February 27, 2015, Mr. Murphy received restricted stock units representing 3,987 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.

(5) On February 26, 2016, Mr. Murphy received restricted stock units representing 3,699 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.

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.