

ABDO JOHN E
Form 4
January 22, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ABDO JOHN E

2. Issuer Name and Ticker or Trading Symbol
BFC FINANCIAL CORP
[BFCF/BFCFB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
401 EAST LAS OLAS
BLVD, SUITE 800
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/18/2013

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

FORT LAUDERDALE, FL 33301

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

Class B
Common
Stock, par value \$0.01 per share

01/18/2013

M 210,579 A \$ 0.41

3,180,047 (1) I

By John E. Abdo Trust under Trust Agreement dated 3/15/76, John E. Abdo, Trustee

Class A
Common

2,302,097 (1) D

Stock, par value \$0.01 per share

Class A Common Stock, par value \$0.01 per share

3,377,956 ⁽¹⁾ I

By John E. Abdo Trust under Trust Agreement dated 3/15/76, John E. Abdo, Trustee

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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Class B Stock Option	\$ 0.41	01/18/2013		M	210,579	02/07/2008 02/07/2013	Class B Common Stock, par value \$0.01 per share 210,579

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABDO JOHN E	X	X	Vice	

401 EAST LAS OLAS BLVD
SUITE 800
FORT LAUDERDALE, FL 33301

Chairman

Signatures

John K. Grelle, Executive Vice President and Chief Financial Officer, BFC Financial Corporation, Attorney-in-Fact for John E. Abdo

01/22/2013

__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).

Subject to certain limited exceptions with respect to the shares beneficially owned by the reporting person, shares of the issuer's Class B

(1) Common Stock are convertible on a share-for-share basis into the issuer's Class A Common Stock at any time in the reporting person's discretion.

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.