

Patel Paresh
Form 4
December 29, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Patel Paresh

2. Issuer Name and Ticker or Trading Symbol
Homeowners Choice, Inc. [HCII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2340 DREW STREET, SUITE 200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/24/2008

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

CLEARWATER, FL 33765

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common stock | | | | (A) or (D) | 284,000 | D ⁽¹⁾ | |
| Common stock | | | | (A) or (D) | 40,000 | D | |
| Common stock | 12/24/2008 | | G | 29,000 ₍₂₎ D \$ 0 ₍₂₎ | 11,000 | D | |

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

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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 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. P Der Sec (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Warrant (Right to Buy) | \$ 9.1 ⁽³⁾ | | | | | ⁽³⁾ | 07/30/2013 | Common | 2,000 ⁽³⁾ |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 2.5 | | | | | ⁽⁵⁾ | 09/05/2017 | Common | 60,000 |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 2.5 | | | | | ⁽⁶⁾ | 05/31/2017 | Common | 120,000 |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 2.5 | | | | | ⁽⁷⁾ | 05/31/2017 | Common | 30,000 |
| Stock Warrant (Right to Buy) | \$ 9.1 ⁽⁸⁾ | | | | | 11/14/2008 | 07/30/2013 | Common | 1,400 ⁽⁸⁾ |
| Stock Warrant (Right to Buy) | \$ 9.1 ⁽¹⁰⁾ | | | | | 11/18/2008 | 07/30/2013 | Common | 1,900 ⁽¹⁰⁾ |
| Stock Warrant (Right to Buy) | \$ 9.1 ⁽¹¹⁾ | | | | | 11/19/2008 | 07/30/2013 | Common | 2,050 ⁽¹¹⁾ |
| Stock Warrant (Right to Buy) | \$ 9.1 ⁽¹²⁾ | | | | | 11/20/2008 | 07/30/2013 | Common | 2,500 ⁽¹²⁾ |

| | | | | | |
|---------------------------------------|------------------------|------------|------------|--------|---------------------|
| Stock Warrant (Right to Buy) | \$ 9.1 ⁽¹³⁾ | 11/25/2008 | 07/30/2013 | Common | 500 ⁽¹³⁾ |
| Stock Warrant (Right to Buy) | \$ 9.1 ⁽¹⁴⁾ | 12/09/2008 | 07/30/2013 | Common | 450 ⁽¹⁴⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Patel Paresh 2340 DREW STREET SUITE 200 CLEARWATER, FL 33765 | | X | | |

Signatures

/s/ Cathy J. Welch as Attorney-in-fact for Paresh
Patel

12/29/2008

__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) Shares are held jointly with spouse.
- (2) Bona fide gift to family members not residing in the same household of 15,000 shares to Mr. Patel's father and 14,000 shares to Mr. Patel's father-in-law.
- (3) In connection with the Homeowners Choice, Inc. initial public offering ("IPO"), 4,000 units were purchased on 7/25/08 at a price of \$7.00 per unit, with each unit consisting of one share of common stock and one warrant. Two warrants may be exercised to acquire one share of common stock at an exercise price equal to \$9.10 per share. The warrants may be exercised any time after the closing of the IPO up to five years after the July 30, 2008 IPO closing date.
- (4) The options were granted pursuant to the Homeowners Choice, Inc. 2007 Stock Option and Incentive Plan.
- (5) These options vest and become immediately exercisable upon the fair market value of the Company's Common Stock reaching \$7.50 per share.
- (6) Commencing on June 1, 2007 and continuing on the first day of each calendar month thereafter through and including January 1, 2010, the amount of 5,000 options will vest and become exercisable on each such monthly vesting date.
- (7) Commencing on May 1, 2008 and continuing on the same day of each calendar year thereafter through and including May 1, 2010, the amount of 10,000 options will vest and become exercisable on each such annual vesting date.
- (8) 2,800 warrants were purchased on 11/14/08 at a price of \$0.3382 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (9) Warrants are held in the reporting person's IRA.
- (10) 3,800 warrants were purchased on 11/18/08 at a price of \$0.45 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (11)

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4,100 warrants were purchased on 11/19/08 at a price of \$0.35 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.

- (12) 5,000 warrants were purchased on 11/20/08 at a price of \$0.38 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (13) 1,000 warrants were purchased on 11/25/08 at a price of \$0.40 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.
- (14) 900 warrants were purchased on 12/09/08 at a price of \$0.50 per warrant. Two warrants may be exercised to acquire one share of the Company's common stock at an exercise price equal to \$9.10 per share.

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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