

Buckingham Robert D
 Form 4
 June 07, 2011

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 *
 Buckingham Robert D

2. Issuer Name and Ticker or Trading Symbol
 National American University Holdings, Inc. [NAUH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

5311 CARRIAGE HILLS DRIVE

06/03/2011

(Street)

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

RAPID CITY, SD 57702

(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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	06/03/2011		X		100,000 (1)	A	\$ 5.5	10,245,985 (1)	I	by H. & E. Buckingham Limited Partnership
Common Stock	06/03/2011		S	(2)	68,493 (1)	D	\$ 8.03	10,177,492 (1)	I	by H. & E. Buckingham Limited Partnership
Common Stock	06/06/2011		X		25,000 (1)	A	\$ 5.5	10,202,492 (1)	I	by H. & E. Buckingham Limited Partnership

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Common Stock	06/06/2011	S ⁽³⁾	17,166 <u>(1)</u>	D	\$ 8.01	10,185,326 <u>(1)</u>	I	by H. & E. Buckingham Limited Partnership
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Shares
Common Stock Purchase Warrant (right to buy)	\$ 5.5	06/03/2011		X	100,000 <u>(1)</u>	11/23/2009	11/22/2011	Common Stock	100,000
Common Stock Purchase Warrant (right to buy)	\$ 5.5	06/06/2011		X	25,000 <u>(1)</u>	11/23/2009	11/22/2011	Common Stock	57,680

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Buckingham Robert D 5311 CARRIAGE HILLS DRIVE RAPID CITY, SD 57702	X	X		

Signatures

/s/ Robert D.
Buckingham

06/06/2011

__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) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
 - (2) On June 3, 2011, H. & E. Buckingham Limited Partnership ("Partnership") exercised warrants to purchase 100,000 shares of the Issuer's common stock for \$5.50 a share. The Partnership paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 68,493 of the warrant shares to pay the exercise price and issuing to the Partnership the remaining 31,506 shares. The Issuer also paid \$6.83 to the Partnership in lieu of a fractional share.
 - (3) On June 6, 2011, H. & E. Buckingham Limited Partnership ("Partnership") exercised warrants to purchase 25,000 shares of the Issuer's common stock for \$5.50 a share. The Partnership paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 17,166 of the warrant shares to pay the exercise price and issuing to the Partnership the remaining 7,833 shares. The Issuer also paid \$7.69 to the Partnership in lieu of a fractional share.

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.