Buckingham Robert D Form 4 August 03, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

January 31, Expires: 2005

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Person

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
National American University Holdings, Inc. [NAUH]	(Check all applicable)		
3. Date of Earliest Transaction (Month/Day/Year) 08/01/2011	_X DirectorX 10% Owner Officer (give title below) Other (specify below)		
4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) X Form filed by One Reporting Person		
	Symbol National American University Holdings, Inc. [NAUH] 3. Date of Earliest Transaction (Month/Day/Year) 08/01/2011 4. If Amendment, Date Original		

RAPID CITY, SD 57702

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Ac	quired, Disposed	l of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	08/01/2011		X	28,853 (1)	, í		10,516,342 (1)	I	by H. & E. Buckingham Limited Partnership
Common Stock	08/01/2011		S(2)	15,886 (1)	D	\$ 9.99	10,500,456 (1)	I	by H. & E. Buckingham Limited Partnership
Common Stock							3,457,864	I	by Robert D. buckingham Living Trust

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

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Da (Month/Day/Y	te	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Purchase Warrant (right to	\$ 5.5	08/01/2011		X	28,853 (1)	3 11/23/2009	11/22/2011	Common Stock	28,853

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

buy)

/s/ Mark D. Williamson, Attorney-in-fact 08/03/2011

**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).
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the (1) 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 August 1, 2011, H. & E. Buckingham Limited Partnership (the "Partnership") exercised warrants to purchase 28,853 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 15,886 of the warrant shares to pay the exercise price and issuing to the Partnership the remaining 12,967 shares. The Issuer also paid

Reporting Owners 2

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\$9.59 to the Partnership in lieu of a fractional share.

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