

HALLMARK FINANCIAL SERVICES INC  
 Form 4  
 April 09, 2009

**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 \*  
 NEWCASTLE PARTNERS L P

2. Issuer Name and Ticker or Trading Symbol  
 HALLMARK FINANCIAL SERVICES INC [HALL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 200 CRESCENT COURT, STE 1400  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/07/2009

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

DALLAS, TX 75201

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 04/07/2009                           |  | J <sup>(4)</sup>               |   | 1,417,498   | D  | \$ 6.93 <sup>(5)</sup>                                |
|                                 |                                      |  |                                |   | 10,835,968  | I  | <sup>(1)</sup> <sup>(2)</sup> <sup>(3)</sup>          |

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)**

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| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |                 |
|---|---------------|-----------|-----------------------|-----------------|
|   | Director      | 10% Owner | Officer               | Other           |
| NEWCASTLE PARTNERS L P<br>200 CRESCENT COURT<br>STE 1400<br>DALLAS, TX 75201          | X             | X         |                       | See Explanation |
| NEWCASTLE CAPITAL MANAGEMENT LP<br>200 CRESCENT COURT<br>STE 1400<br>DALLAS, TX 75201 | X             | X         |                       | See Explanation |
| NEWCASTLE CAPITAL GROUP LLC<br>200 CRESCENT COURT<br>STE 1400<br>DALLAS, TX 75201     | X             | X         |                       | See Explanation |
| SCHWARZ MARK E<br>200 CRESCENT COURT<br>STE 1400<br>DALLAS, TX 75201                  | X             | X         | Chairman of the Board | See Explanation |
| Newcastle Focus Fund II LP<br>200 CRESCENT COURT<br>SUITE 1400<br>DALLAS, TX 75201    | X             | X         |                       | See Explanation |

## Signatures

Newcastle Partners, L.P., By: Newcastle Capital Management, L.P., its general partner, By: Newcastle Capital Group, L.L.C. its general partner, By: /s/ Mark E. Schwarz, its managing member

04/09/2009

\_\_Signature of Reporting Person

Date

Newcastle Capital Management, L.P., By: Newcastle Capital Group, L.L.C. its general

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|   |            |
|---|------------|
| partner, By: /s/ Mark E. Schwarz, its managing member   | 04/09/2009 |
| __Signature of Reporting Person   | Date       |
| Newcastle Capital Group, L.L.C., By: /s/ Mark E. Schwarz, its managing member   | 04/09/2009 |
| __Signature of Reporting Person   | Date       |
| Newcastle Special Opportunity Fund I, L.P., By: Newcastle Capital Management, L.P., its general partner, By: Newcastle Capital Group, L.L.C. its general partner, By: /s/ Mark E. Schwarz, its managing member  | 04/09/2009 |
| __Signature of Reporting Person   | Date       |
| Newcastle Special Opportunity Fund II, L.P., By: Newcastle Capital Management, L.P., its general partner, By: Newcastle Capital Group, L.L.C. its general partner, By: /s/ Mark E. Schwarz, its managing member | 04/09/2009 |
| __Signature of Reporting Person   | Date       |
| Newcastle Focus Fund II, L.P., By: Newcastle Capital Management, L.P., its general partner, By: Newcastle Capital Group, L.L.C. its general partner, By: /s/ Mark E. Schwarz, its managing member               | 04/09/2009 |
| __Signature of Reporting Person   | Date       |
| /s/ Mark E. Schwarz   | 04/09/2009 |
| __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 Persons are members of a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended and accordingly may be deemed to beneficially own Shares of the Issuer's Common Stock owned in the aggregate by the other members of the Section 13(d) group. The Section 13(d) group consists of Newcastle Partners, L.P. ("NP"), Newcastle Capital Management, L.P.

(1) ("NCM"), Newcastle Capital Group, L.L.C. ("NCG"), Newcastle Special Opportunity Fund I, L.P. ("NSOF I"), Newcastle Special Opportunity Fund II, L.P. ("NSOF II"), Newcastle Focus Fund II, L.P. ("NFF"), DSC Services Inc. ("DSC"), the Detroit Stoker Company ("Detroit Stoker") and Mark E. Schwarz ("Schwarz"). Each Reporting Person disclaims beneficial ownership of the shares of the Issuer's Common Stock owned by the other members of the Section 13(d) group except to the extent of its pecuniary interest therein.

(2) NCM is the general partner of each of NP, NSOFI, NSOFII and NFF. NCG is the general partner of NCM, and Schwarz is the managing member of NCG. Accordingly, each of NCM, NCG and Schwarz may be deemed to beneficially own the shares directly owned by any of NP, NSOFI, NSOFII and NFF. In addition, NCG and Schwarz may be deemed to beneficially own shares controlled by NCM pursuant to an account management agreement under which NCM holds the power to vote and dispose of the shares. Also, DSC is the parent company of Detroit Stoker, and Schwarz and NCG together own all of the outstanding shares of DSC. Accordingly, each of Schwarz and DSC may be deemed to beneficially own the shares directly owned by Detroit Stoker.

(3) Includes, as of 4/7/09, (1) (a) 51,526 shares of Common Stock and (b) 19,167 options exercisable into shares of Common Stock, held in each case by Schwarz directly, (2) 5,901,615 shares of Common Stock held by NP, (2) a total of 3,274,830 shares of Common Stock held by NSOFI and NSOFII, (3) 2,400 shares of Common Stock held by NFF (4) 1,515,151 shares of Common Stock controlled by NCM pursuant to an account management agreement under which NCM holds the power to vote and dispose of such shares and (5) 71,279 shares of Common Stock held by Detroit Stoker. In the aggregate, as of 4/7/09, the members of the Section 13(d) group beneficially own 10,835,968 shares of the Issuer's Common Stock.

(4) Transaction constitutes a distribution of shares to withdrawing partners of NP as of March 31, 2009.

(5) Closing price as of March 31, 2009.

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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