

BRACKEN GEORGE R
Form 4
January 06, 2010

FORM 4

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

OMB APPROVAL

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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 *
BRACKEN GEORGE R

2. Issuer Name and Ticker or Trading Symbol
**NATIONAL BEVERAGE CORP
[FIZZ]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

8100 SW 10TH STREET, SUITE 4000

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SR VP Finance

PLANTATION, FL 33324

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| COMMON STOCK | 01/04/2010 | | X | A | \$ 8,400 | D | |
| COMMON STOCK | 01/04/2010 | | X | A | \$ 300 | D | |
| | | | | | 0.72 | | |
| | | | | | 0.01 | | |

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

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(9-02)

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- (2) Under the Company's Key Employee Equity Partnership Program, ("KEEP"), participants receive a grant of KEEP options equal to 50% of the number of shares of National Beverage Corp. common stock purchased in the open market, up to a maximum of 6,000 shares in any two year period. KEEP options are granted at an initial exercise price of sixty percent of the purchase price of the shares acquired and reduce to the par value of the Company's common stock at the end of the six year vesting period. Reference is made to Exhibit 10.14 of the Company's Form 10-K for the year ended May 2, 2009.

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.