

NATIONAL GENERAL HOLDINGS CORP.

Reported by
WEINER MICHAEL HAL

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/28/17 for the Period Ending 02/26/17

Address	59 MAIDEN LANE, 38TH FLOOR NEW YORK, NY 10038
Telephone	212-380-9500
CIK	0001578735
Symbol	NGHC
SIC Code	6331 - Fire, Marine, and Casualty Insurance
Industry	Multiline Insurance & Brokers
Sector	Financials
Fiscal Year	12/31

FORM 4

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

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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Weiner Michael Hal (Last) (First) (Middle) C/O NGHC, 59 MAIDEN LANE, 38TH FLOOR (Street) NEW YORK, NY 10038 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol National General Holdings Corp. [NGHC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/26/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock, \$.01 par value	2/26/2017		M		3334	(1)	A	\$0	3434	D
Common Stock, \$.01 par value	2/26/2017		F		1448	(2)	D	\$0	1986	D
Common Stock, \$.01 par value	2/27/2017		M		3232	(3)	A	\$0	5218	D
Common Stock, \$.01 par value	2/27/2017		F		1335	(4)	D	\$0	3883	D

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(5)	2/26/2017		M		3334		(6)	(6)	Common Stock, \$.01 par value	3334.0	\$0	6671	D	
Restricted Stock Units	(5)	2/27/2017		M		3232		(7)	(7)	Common Stock, \$.01 par value	3232.0	\$0	3232	D	
Restricted Stock Units	(5)	2/28/2017		A		28960		(8)	(8)	Common Stock, \$.01 par value	28960.0	\$0	28960	D	

Explanation of Responses:

- (1) Acquisition of common stock resulting from vesting of one-third of the restricted stock units granted to Mr. Weiner on February 26, 2016.
- (2) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-third of the restricted stock units granted to Mr. Weiner on February 26, 2016.
- (3) Acquisition of common stock resulting from vesting of one-third of the restricted stock units granted to Mr. Weiner on February 27, 2015.
- (4) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-third of the restricted stock units granted to Mr. Weiner on February 27, 2015.
- (5) Each restricted stock unit represents a contingent right to receive one share of National General Holdings Corp.'s common stock.
- (6) On February 26, 2016, Mr. Weiner received restricted stock units representing 10,005 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.

(7) On February 27, 2015, Mr. Weiner received restricted stock units representing 9,696 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.

(8) On February 28, 2017, Mr. Weiner received restricted stock units representing 28,960 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weiner Michael Hal C/O NGHC 59 MAIDEN LANE, 38TH FLOOR NEW YORK, NY 10038			Chief Financial Officer	

Signatures

/s/ Michael Weiner

2/28/2017

**Signature of Reporting Person

Date

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

* 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).

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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