

NATIONAL BEVERAGE CORP
Form 4
January 04, 2008

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 *
CAPORELLA JOSEPH G

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)

ONE N UNIVERSITY
DRIVE, SUITE 400A

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2008

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

FORT LAUDERDALE, FL 33324

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/03/2008		X		14,400	A	\$ 4.11
Common Stock	01/03/2008		X		600	A	\$ 0.01
Common Stock	01/03/2008		X		3,600	A	\$ 0.01
Common Stock	01/03/2008		X		1,200	A	\$ 0.01

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)	Amount or Number of Shares
OMNIBUS STOCK OPTION	\$ 4.11	01/03/2008		X	14,400	06/22/2003 06/22/2008	Common Stock	14,400
KEEP STOCK OPTION ⁽³⁾	\$ 0.01	01/03/2008		X	600	06/26/2004 06/26/2008	Common Stock	600
KEEP STOCK OPTION ⁽³⁾	\$ 0.01	01/03/2008		X	3,600	08/25/2006 08/25/2010	Common Stock	3,600
KEEP STOCK OPTION ⁽³⁾	\$ 0.01	01/03/2008		X	1,200	12/31/2007 12/31/2011	Common Stock	1,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAPORELLA JOSEPH G ONE N UNIVERSITY DRIVE SUITE 400A FORT LAUDERDALE, FL 33324	X		President	

Signatures

/s/ Joseph G. Caporella
01/04/2008

**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) Includes 144,000 shares to be received pursuant to the exercise of options, the delivery of which was deferred.

(2) See column two.

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

(3) 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 April 28, 2007.

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.