

BBX CAPITAL CORP  
Form 4  
December 12, 2014

**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 \*  
ABDO JOHN E

(Last) (First) (Middle)  
401 EAST LAS OLAS BOULEVARD, SUITE 800  
(Street)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BBX CAPITAL CORP [BBX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/10/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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) |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| Class A Common Stock, par value \$0.01 per share | 12/10/2014                           |  | S <sup>(1)</sup>               | 2,005   | D \$ 16,5761 <sup>(2)</sup>   | 182,291  | I   | Trust f/b/o John E. Abdo under Trust Agreement dated 3/15/76, John E. Abdo, Trustee |
| Class A Common                                   | 12/11/2014                           |  | S <sup>(1)</sup>               | 1,440   | D \$ 16.6923  | 180,851  | I   | Trust f/b/o John E.   |

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|   |            |   |
|---|------------|---|
| Stock, par value<br>\$0.01 per share                | <u>(2)</u> | Abdo under Trust Agreement dated 3/15/76, John E. Abdo, Trustee |
| Class A Common Stock, par value<br>\$0.01 per share | 475,061    | D   |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| ABDO JOHN E<br>401 EAST LAS OLAS BOULEVARD<br>SUITE 800<br>FORT LAUDERDALE, FL 33301 | X             | X         | Vice Chairman |       |

## Signatures

/s/ John K. Grelle, Chief Financial Officer, BBX Capital Corporation, Attorney-in-Fact for  
John E. Abdo

12/12/2014

\_\_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) The sales reported on this Form 4 were effected pursuant to the Rule 10b5-1 Trading Plan previously entered into by the reporting person, as Trustee for the John E. Abdo Trust.  
Represents the weighted average sales price. Shares were sold in multiple transactions on December 10, 2014 at prices ranging from \$16.50 per share to \$16.65 per share, inclusive. Shares were sold in multiple transactions on December 11, 2014 at prices ranging from \$16.54 per share to \$16.90 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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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