

HOWELL HILTON H JR
 Form 4
 May 08, 2013

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 *
HOWELL HILTON H JR

2. Issuer Name and Ticker or Trading Symbol
ATLANTIC AMERICAN CORP [AAME]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4370 PEACHTREE ROAD, N.E.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

ATLANTA, GA 30319

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 Ownership (Instr. 4)
Common Stock	05/07/2013		A	(A) or (D) Amount 85,000 (1)	\$ 0 491,954	D	
Common Stock					179,326 (2)	I	By 401(k) Plan
Common Stock	05/07/2013		A	5,000	\$ 0 46,200 (3)	I	By Spouse
Common Stock					6,720 (4)	I	Joint - Harriett J. Robinson and Reporting

Common Stock	378,450 ⁽⁵⁾	I	Person's Son Trust F/B/O Children
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Owned Following Reporting Date (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWELL HILTON H JR 4370 PEACHTREE ROAD, N.E. ATLANTA, GA 30319	X		Chairman, President & CEO	

Signatures

Hilton H. Howell, Jr. 05/08/2013

**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).

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- (1) Represents grant of restricted stock. 5,000 shares vest in full on May 5, 2014 and 80,000 shares vest in full on May 7, 2016.
- (2) Based on most recent plan statement.

- Mr. Howell has an indirect interest in the following shares owned directly or indirectly by his spouse, Robin R. Howell: 6,025 shares
- (3) owned directly; 2,175 shares owned in an IRA account and 38,000 shares held indirectly by her as custodian for their children. Mr. Howell disclaims beneficial ownership of all such shares.
 - (4) Shares held jointly by his son and Mr. Howell's mother-in-law, Harriett J. Robinson. Mr. Howell disclaims beneficial ownership of all such shares.
 - (5) Shares held in a trust for the benefit of Mr. Howell's children and over which Mr. Howell's mother-in-law serves as trustee. Mr. Howell disclaims beneficial ownership of all such shares.

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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