

Monteleone Lisa R
Form 4/A
May 07, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Monteleone Lisa R

2. Issuer Name **and** Ticker or Trading
Symbol
National Bank Holdings Corp
[NBHC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
7800 ORCHARD RD., SUITE 300
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2013

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Chief Human Resources Officer

GREENWOOD
VILLAGE, CO 80111

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/06/2013

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	05/02/2013		A		6,200 (1)	\$ 0	6,200 (2) D

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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

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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. D S (	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 18.09	05/02/2013		A		9,300		<u>(3)</u>	05/02/2023	Common Stock	9,300
Employee Stock Option (Right to Buy)	\$ 20							<u>(4)</u>	03/21/2021	Common Stock	3,000
Employee Stock Option (Right to Buy)	\$ 20							<u>(5)</u>	10/11/2018	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Monteleone Lisa R 7800 ORCHARD RD., SUITE 300 GREENWOOD VILLAGE, CO 80111	Chief Human Resources Officer

Signatures

/s/ Mark W. Yonkman, as
Attorney-in-Fact

05/07/2013

__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).
- (1) Shares acquired pursuant to a grant of restricted stock under the National Bank Holdings Corporation 2009 Equity Incentive Plan. Shares vest in four equal annual installments beginning on May 2, 2015.
- (2)

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Total includes 6,200 shares of unvested restricted stock granted under the National Bank Holdings Corporation 2009 Equity Incentive Plan which vest as indicated in Footnote 1.

- (3) Granted under the National Bank Holdings Corporation 2009 Equity Incentive Plan on May 2, 2013. The stock option award is time vested and is scheduled to vest in equal installments on each of the third and fourth anniversaries of the date of grant.
- (4) Granted under the National Bank Holdings Corporation 2009 Equity Incentive Plan on March 21, 2011. The stock option award is time vested and is scheduled to vest in equal installments on each of the second and third anniversaries of the date of grant.
- (5) Granted under the National Bank Holdings Corporation 2009 Equity Incentive Plan on October 11, 2011. The stock option award is time vested and is scheduled to vest in equal installments on each of the first, second and third anniversaries of the date of grant.

Remarks:

This amendment to the Form 4 filed on May 6, 2013 corrects clerical errors in the numbers of restricted shares and options granted.

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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