

HATHORN SAMUEL C
 Form 4
 November 19, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 HATHORN SAMUEL C

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)
 8100 SW 10TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/17/2009

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

FORT LAUDERDALE, FL 33324
 (City) (State) (Zip)

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

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)
				(A) or (D)	Price			
COMMON STOCK	11/17/2009		X	V	1,200	\$ 0.01	108,384	D
COMMON STOCK	11/17/2009		X	V	6,000	\$ 0.01	114,384	D

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

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SEC 1474 (9-02)

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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)	Amount or Number of Shares
KEEP STOCK OPTION (1)	\$ 0.01	11/17/2009		X	1,200	04/19/2008 04/19/2012(2)	COMMON STOCK	1,200
KEEP STOCK OPTION (1)	\$ 0.01	11/17/2009		X	6,000	04/25/2008 04/25/2012(2)	COMMON STOCK	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HATHORN SAMUEL C 8100 SW 10TH STREET FORT LAUDERDALE, FL 33324		X		

Signatures

/s/ Hathorn,
Samuel C
11/19/2009
**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).
- 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
- (1) 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 10-K for the fiscal year ended May 2, 2009.
 - (2) Pursuant to Internal Revenue Code Section 409A, options must be exercised no later than December 31, 2009.

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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