

McGaugh Hervey Wayne
Form 4
May 06, 2013

FORM 4

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

OMB APPROVAL

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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 *
McGaugh Hervey Wayne

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
 Officer (give title below) _____ Other (specify below)
Ch. Acct. Off. & Controller

GREENWOOD
VILLAGE, CO 80111

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)
				(A) or (D)	Price		
Common Stock	05/02/2013		A	148 ⁽¹⁾ A	\$ 0 148 ⁽²⁾	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)

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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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 18.09	05/02/2013		A	2,170	(3) 05/02/2023	Common Stock	2,170
Employee Stock Option (Right to Buy)	\$ 18.23					(4) 07/30/2022	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGaugh Hervey Wayne 7800 ORCHARD RD., SUITE 300 GREENWOOD VILLAGE, CO 80111			Ch. Acct. Off. & Controller	

Signatures

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

05/06/2013

Date

**Signature of Reporting Person

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) Total includes 148 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. Stock option award is time-vested with half of the options vesting on July 30, 2014 and half vesting on July 30, 2015.

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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