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INTERNATIONAL ASSETS HOLDING CORP

Form 4

September 05, 2008

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

OMB APPROVAL

OMB Number:

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January 31, 2005

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if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * OCONNOR SEAN MICHAEL

2. Issuer Name and Ticker or Trading

Symbol

INTERNATIONAL ASSETS **HOLDING CORP [IAAC]**

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 09/03/2008

_X__ Director _X__ 10% Owner _ Other (specify X_ Officer (give title

below) **CEO**

below)

220 E. CENTRAL PARKWAY, SUITE 2060

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

| ALTAMONTE SPRINGS, FL 32 | 270 |
|--------------------------|-----|
|--------------------------|-----|

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative | Securi | ities Acqu | ired, Disposed of | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|--------------|---|--------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | ion Date 2A. Deemed y/Year) Execution Date, if any (Month/Day/Year) | | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price | | | 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) |
| Common Stock | 09/03/2008 | | S | 10,000 | D | \$ 28.9 | 212,070 | D | |
| Common Stock | 09/03/2008 | | S | 3,364 | D | \$ 29.35 | 208,706 | D | |
| Common Stock | | | | | | | 780,434 | I | The St. James Trust |
| Common Stock | 09/05/2008 | | S | 97 | D | \$ 29.35 | 208,609 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|------------|------------------|---------------|-------------|---------|--------------|-------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration Da | ate | Amou | int of | Derivative | J |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | , |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) |] |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | (|
| | Security | | | | Acquired | | | | | | J |
| | | | | | (A) or | | | | | |] |
| | | | | | Disposed | | | | | | 7 |
| | | | | | of (D) | | | | | | (|
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | | | |
| | | | | | | Date | Expiration | Title | or Number | | |
| | | | | | Exercisable Date | | Date | | of | | |
| | | | | Code V | (A) (D) | | | | | | |
| | | | | Code v | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|------|--|--|--|
| • | Director | 10% Owner | Officer | Othe | | | |
| OCONNOR SEAN MICHAEL 220 E. CENTRAL PARKWAY SUITE 2060 ALTAMONTE SPRINGS, FL 32701 | X | X | CEO | | | | |

Signatures

Reporting Person

Sean M.
O'Connor

**Signature of

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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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