

ROBINSON HARRIETT J
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 *
ROBINSON HARRIETT J

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)
Trustee under Rule 16a-8

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/07/2013 | | A | | 5,000 (1) \$ 0 | D | |
| Common Stock | | | | | 6,720 (2) | D | |
| Common Stock | | | | | 3,756,746 (3) | I | By Gulf Capital Services |
| Common Stock | | | | | 378,450 (4) | I | As Trustee |
| Common Stock | | | | | 3,953,256 (5) | I | As Trustee |

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| | | | |
|--------------|----------------------|---|------------|
| Common Stock | 4,088,792 <u>(6)</u> | I | As Trustee |
| Common Stock | 2,208,394 <u>(7)</u> | I | By Spouse |

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.

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(9-02)

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 or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series D Preferred Stock | <u>(8)</u> | | | | | <u>(9)</u> | <u>(9)</u> | Common Stock | 1,754,385 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| ROBINSON HARRIETT J 4370 PEACHTREE ROAD, N.E. ATLANTA, GA 30319 | X | X | | Trustee under Rule 16a-8 |

Signatures

Harriett J. Robinson 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).

(1) Represents grant of restricted stock, which vests in full on May 5, 2014.

(2) Shares owned jointly with a grandson.

Mrs. Robinson has an indirect interest in the 3,756,746 shares owned by Gulf Capital Services, an entity in which her husband, J. Mack Robinson, holds a 24% interest, with the remaining interests being held in equal amounts by trusts for the benefit of her two daughters, and of which she serves as trustee. Mrs. Robinson disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein, if any.

(4) Mrs. Robinson serves as trustee of a trust for the benefit of her grandchildren. Mrs. Robinson disclaims beneficial ownership of such shares except to the extent of her pecuniary interests therein.

(5) Mrs. Robinson serves as trustee of a trust for the benefit of her daughter, Robin R. Howell. Mrs. Robinson disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein.

(6) Mrs. Robinson serves as trustee of a trust for the benefit of her daughter, Jill Robinson. Mrs. Robinson disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein.

Mrs. Robinson has an indirect ownership interest in the following shares of the Company's Common Stock owned directly or indirectly by her husband as follows: 544,585 shares owned directly by him; 1,363,809 shares held by Delta Life Insurance Company ("Delta Life"); and 300,000 shares held by Delta Fire & Casualty Insurance Company ("Delta Fire"). Mrs. Robinson's husband maintains a controlling interest in Delta Life and Delta Fire. Mrs. Robinson disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein, if any.

The Series D Preferred Stock is convertible into common stock at a per share price of \$3.99, subject to certain anti-dilution provisions, provided that in no case may the conversion price be less than \$2.59 per share without the prior approval of the Company's shareholders. Such shares are owned by Delta Life Insurance Company and Mrs. Robinson disclaims beneficial ownership of such shares.

(9) The Series D Preferred Stock was convertible into common stock upon issuance and has no expiration date.

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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