Graham Andrew L. Form 4 October 23, 2012

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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 * Graham Andrew L.			Symbol		Ticker or Toice, Inc.		5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 5300 W. CYPRESS STREET, SUITE 100			(Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 10/22/2012					(Check all applicable) Director 10% OwnerX Officer (give title Other (specify below) VP/Corporate Secretary		
TAMPA, FI	(Street)		4. If Amer Filed(Mont		te Original			6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		erson	
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Exe	ecution Date, if	3. Transacti Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) c l of (D))	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	10/23/2012			С	310	A	\$ 9.1 (1)	2,310	I	By Andrew L. Graham IRA	
Common Stock								20,000 (2)	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. Transactic Code (Instr. 8)	ionof Derivative		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Do Se (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Warrants (Right to Buy)	\$ 9.1 (3)	10/22/2012		S		380	07/25/2008	07/30/2013	Common Stock	190	
Stock Warrants (Right to Buy)	\$ 9.1 <u>(3)</u>	10/23/2012		С		620	07/25/2008	07/30/2013	Common Stock	310	

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips								
	Director	10% Owner	Officer	Other					
Graham Andrew L.									
5300 W. CYPRESS STREET			VP/Corporate						
SUITE 100			Secretary						
TAMPA, FL 33607									

Signatures

/s/ Andrew L.
Graham

**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) Two warrants may be exercised to acquire one share of common stock at an exercise price equal to \$9.10 per share.
- (2) Restricted Stock Grant effective 5/8/2012: (a)10,000 shares of the Restricted Stock issued hereunder the Restrictions will lapse in annual increments of 2,000 shares beginning on the first anniversary of the Vesting Date. (b)The remaining 10,000 shares of the Restricted Stock issued hereunder the Restrictions will lapse: (i) as to 2,000 shares, one year after the Closing Price equals or exceeds \$16 per share for 20

Reporting Owners 2

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consecutive trading days; (ii) as to 2,000 shares, one year after the Closing Price equals or exceeds \$19 per share for 20 consecutive trading days; (iii) as to 2,000 shares, one year after the Closing Price equals or exceeds \$22 per share for 20 consecutive trading days; (iv) as to 2,000 shares, one year after the Closing Price equals or exceeds \$25 per share for 20 consecutive trading days; (v) as to 2,000 shares one year after the Closing Price equals or exceeds \$28 per share for 20 consecutive trading days;

In connection with the Homeowners Choice, Inc. initial public offering ("IPO"), 1,000 units were purchased on 7/25/08 at a price of \$7.00 per unit, with each unit consisting of one share of common stock and one warrant. Two warrants may be exercised to acquire one share of common stock at an exercise price equal to \$9.10 per share. The warrants may be exercised any time after the closing of the IPO up to five years after the July 30, 2008 IPO closing date.

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.