

KRASSNER BRAD
Form 4
February 13, 2012

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 *
KRASSNER BRAD

2. Issuer Name and Ticker or Trading Symbol
Wilhelmina International, Inc.
[WHLM.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2012

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

31 E RIVO ALTO

(Street)

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

MIAMI BEACH, FL 33139

(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)
				Code V Amount (A) or (D) Price			
Common Stock	02/08/2012		J ⁽¹⁾	705,438 D \$ 0	30,094,319	D	⁽²⁾ ⁽³⁾

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

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SEC 1474 (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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRASSNER BRAD 31 E RIVO ALTO MIAMI BEACH, FL 33139	X	X		
KRASSNER FAMILY INVESTMENTS LIMITED PARTNERSHIP 31 E RIVO ALTO MIAMI BEACH, FL 33139	X	X		
KRASSNER INVESTMENTS, INC. 31 E RIVO ALTO MIAMI BEACH, FL 33139	X	X		

Signatures

/s/ Brad Krassner 02/13/2012

**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) This transaction is compensation for services provided to Krassner Family Investments Limited Partnership. Includes 29,759,077 shares owned directly by Krassner Family Investments Limited Partnership and 335,242 shares owned directly by Brad Krassner. Krassner Investments, Inc. is the general partner of Krassner Family Investments Limited Partnership and therefore has voting and dispositive power over the shares owned by Krassner Family Investments Limited Partnership. Krassner Investments, Inc.
 - (2) disclaims any pecuniary interest in the reported securities except to the extent of its ownership interest in Krassner Family Investments Limited Partnership (it owns a 1% interest in Krassner Family Investments Limited Partnership), and the inclusion of those shares in this report shall not be deemed to be an admission of beneficial ownership of all the reported shares for purposes of Section 16 or any other purpose. Brad Krassner is the President, Director and sole stockholder of Krassner Investments, Inc.
 - (3) Brad Krassner, individually, and the Krassner Family Investment Trust are the limited partners of Krassner Family Investments Limited Partnership. Brad Krassner's children are the beneficiaries of the Krassner Family Investment Trust and his mother is a trustee of the trust. Brad Krassner and the Krassner Family Investment Trust disclaim any pecuniary interest in the reported limited partner interest in the

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reported securities except to the extent of their ownership interest therein (Brad Krassner owns an 83.5% limited partner interest in Krassner Family Investments Limited Partnership and the Krassner Family Investment Trust owns a 15.5% limited partner interest in Krassner Family Investments Limited Partnership) and the inclusion of those shares in this report shall not be deemed to be an admission of beneficial ownership of all the reported shares for purposes of Section 16 or any other purpose.

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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