SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* KLING S LEE	2. Issuer Name **and** Ticker or Trading Symbol NATIONAL BEVERAGE CORP [FIZ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*

KLING S LEE

(Last)   (First)   (Middle)

1401 SOUTH BRENTWOOD
SUITE 800

(Street)

ST LOUIS   MO   63144

(City)   (State)   (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

NATIONAL BEVERAGE CORP [FIZ]

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2005

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

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

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	08/04/2005		P		2,000	A	$8.05	188,000	I	By Revocable Trust
Common Stock	08/04/2005		P		4,000	A	$8	192,000	I	By Revocable Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
KEEP STOCK OPTION	$4.81[1]	08/04/2005		A		3,000		(1)	08/04/2015	Common Stock	3,000[1]	(1)	27,000	I	N/A

Explanation of Responses:

1. Under the Company's Key Employee Equity Partnership Program ("KEEP") Mr. Kling received a grant of 3000 KEEP option on August 4, 2005 for 6000 shares of common stock acquired by Mr. Kling on that date at a average purchase price of $8.02 per share. The KEEP options are granted at an initial exercise price of 60 percent of the purchase price for the shares of National Beverage Corp., common stock acquired and reduced to the par value of the Company's stock at the end of the six year vesting period. Reference is made to Exhibit 10-21 of the Company's Form 10-K for the year ended May 2, 1998 for a full description of the terms of the KEEP program.

/s/ Lee Kling   08/04/2005
** Signature of Reporting Person   Date

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

* 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.

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 Number.