

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**

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* <u>Knecht Edward F</u>  (Last) (First) (Middle) 8100 SW 10TH ST SUITE 4000  (Street) PLANTATION FL 33324  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NATIONAL BEVERAGE CORP [ FIZZ ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive VP - Procurement</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/30/2009</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/30/2009		X		120	A	\$0.01	73,080	D	
COMMON STOCK	03/30/2009		X		120	A	\$0.01	73,200	D	
COMMON STOCK	03/30/2009		X		240	A	\$0.01	73,440	D	
COMMON STOCK	03/30/2009		X		1,320	A	\$0.01	74,760	D	

**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
KEEP STOCK OPTION <sup>(1)</sup>	\$0.01	03/30/2009		X			120	01/04/2008	01/03/2012	COMMON STOCK	120	\$0.01	22,320	D	
KEEP STOCK OPTION <sup>(1)</sup>	\$0.01	03/30/2009		X			120	01/25/2008	01/24/2012	COMMON STOCK	120	\$0.01	22,200	D	
KEEP STOCK OPTION <sup>(1)</sup>	\$0.01	03/30/2009		X			240	03/11/2008	03/10/2012	COMMON STOCK	240	\$0.01	21,960	D	
KEEP STOCK OPTION <sup>(1)</sup>	\$0.01	03/30/2009		X			1,320	10/31/2008	10/30/2012	COMMON STOCK	1,320	\$0.01	20,640	D	

**Explanation of Responses:**

1. Under the Company's Key Employee Equity Partnership Program ("KEEP"), participants receive a grant of KEEP options equal to 50% of the number of shares of National Beverage Corp. common stock purchased in the open market, up to a maximum of 6,000 shares in any two year period. KEEP options are granted at an initial exercise price of sixty percent of the purchase price of the shares acquired, and reduce to the par value of the Company's common stock at the end of the six year vesting period. Reference is made to Exhibit 10.14 of the Company's Form 10-K for the year ended May 3, 2008.

/s/ Edward F. Knecht 03/31/2009

\*\* 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.**