

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**

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>CONLEE CECIL D</u>  (Last) (First) (Middle) 8100 SW 10TH STREET 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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/27/2009</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			

**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)		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	Amount or Number of Shares
KEEP Stock Option	\$5.99	05/27/2009		A	V	1,920		05/27/2015 <sup>(1)</sup>	05/27/2019	Common Stock	1,920	\$0	1,920	D	
KEEP Stock Option	\$6.15	05/27/2009		A	V	1,080		05/27/2015 <sup>(2)</sup>	05/27/2019	Common Stock	1,080	\$0	3,000	D	

**Explanation of Responses:**

1. On April 8 and 13, 2009, Mr. Conlee acquired a total of 3,840 shares of National Beverage Corp. common stock at an average purchase price of \$9.97785 per share. As a result of this purchase, he received a grant to purchase 1,920 shares of National Beverage Corp. common stock under the Company's Key Employee Equity Partnership Program ("KEEP"). KEEP options are granted at an initial exercise price of sixty percent (60%) 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 period. Reference is made to Exhibit 10.14 of the Company's Form 10-K for the year ended May 3, 2008 and to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended January 31, 2009.

2. On April 14, 2009, Mr. Conlee acquired 5,000 shares of National Beverage Corp. common stock at a purchase price of \$10.2494 per share. As a result of this purchase, he received a grant to purchase 1,080 shares of National Beverage Corp. common stock under the Company's Key Employee Equity Partnership Program ("KEEP"). KEEP options are granted at an initial exercise price of sixty percent (60%) 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 period. Reference is made to Exhibit 10.14 of the Company's Form 10-K for the year ended May 3, 2008 and to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended January 31, 2009.

/s/ Cecil D. Conlee 05/29/2009  
 \*\* 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.

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