

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

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) <u>8100 SW 10TH STREET</u> <u>SUITE 4000</u> (Street) <u>PLANTATION FL 33324</u> (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>06/10/2013</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)		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	\$6.12 ⁽¹⁾	06/10/2013		A		1,500 ⁽¹⁾		06/10/2019	06/09/2023	COMMON STOCK	1,500	\$0	17,500	D	
KEEP STOCK OPTION	\$5.98 ⁽¹⁾	06/10/2013		A		1,200 ⁽¹⁾		06/10/2019	06/09/2023	COMMON STOCK	1,200	\$0	18,700	D	
KEEP STOCK OPTION	\$6.89 ⁽¹⁾	06/10/2013		A		300 ⁽¹⁾		06/10/2019	06/09/2023	COMMON STOCK	300	\$0	19,000	D	

Explanation of Responses:

1. Under the company's Key Employee Equity Partnership Program ("KEEP") participants receive a grant equal to 50% of the number of shares of the company's common stock purchased on the open market. KEEP options are granted at an initial exercise price of 60% of the purchase price of the shares acquired and such price is reduced to the par value of the common stock over a 6 year vesting period. As a result of open market stock purchases made by Mr. Conlee between April 2009 and January 2010, he was granted KEEP options on June 10, 2013. Reference is made to Exhibit 10.8 of the company's 10-k for the year ended April 28, 2012.

/s/ Cecil D. Conlee 06/12/2013
 ** 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.