

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## National American University Holdings, Inc.

**Form: 4**

**Date Filed: 2011-06-23**

Corporate Issuer CIK: 1399855

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person H. & E. Buckingham Limited Partnership			2. Issuer Name and Ticker or Trading Symbol National American University Holdings, Inc. [NAUH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last) (First) (Middle) 5311 CARRIAGE HILLS DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 06/21/2011					
(Street) RAPID CITY, SD 57702			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	06/21/2011		X		80,261	A	\$ 5.5	10,356,520	D	
Common Stock	06/21/2011		S(1)		54,499	D	\$ 8.1	10,302,021	D	

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

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 control number. SEC 1474 (9-02)

**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 Underlying Securities (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
Common Stock Purchase Warrant (right to buy)	\$ 5.5	06/21/2011		X			80,261	11/23/2009	11/22/2011	Common Stock	80,261	\$ 0	1,020,818	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
H. & E. Buckingham Limited Partnership 5311 CARRIAGE HILLS DRIVE RAPID CITY, SD 57702		X		

**Signatures**

/s/ Robert D. Buckingham, General Partner	06/23/2011
<small>Signature of Reporting Person</small>	<small>Date</small>

**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).

On June 21, 2011, the reporting person exercised warrants to purchase 80,261 shares of the Issuer's common stock for \$5.50 a share. The reporting person paid the exercise price on a cashless (1) basis, resulting in the Issuer's withholding of 54,499 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 25,762 shares. The Issuer also paid \$6.40 to the reporting person in lieu of a fractional share.

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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(Last) (First) (Middle) 5311 CARRIAGE HILLS DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 06/21/2011					
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**Signatures**

/s/ Robert D. Buckingham, General Partner	06/23/2011
<small>Signature of Reporting Person</small>	<small>Date</small>

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