

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## National American University Holdings, Inc.

**Form: 4**

**Date Filed: 2011-06-29**

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 Buckingham Robert D		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) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) 5311 CARRIAGE HILLS DRIVE		3. Date of Earliest Transaction (Month/Day/Year) 06/27/2011			
(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	06/27/2011		X		66,052 (1)	A	\$ 5.5	10,368,073 (1)	I	by H. & E. Buckingham Limited Partnership
Common Stock	06/27/2011		S(2)		42,243 (1)	D	\$ 8.6	10,325,830 (1)	I	by H. & E. Buckingham Limited Partnership
Common Stock								3,457,864	I	by Robert D. Buckingham Living Trust

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Purchase Warrant (right to buy)	\$ 5.5	06/27/2011		X		66,052 (1)	11/23/2009	11/22/2011	Common Stock	66,052	\$ 0	954,766 (1)	I	by H. & E. Buckingham Limited Partnership

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Buckingham Robert D 5311 CARRIAGE HILLS DRIVE RAPID CITY, SD 57702	X	X		

**Signatures**

/s/ Robert D. Buckingham	06/29/2011
Signature of Reporting Person	Date

**Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(1) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purpose of Section 16 or for any other purpose.

On June 27, 2011, H. & E. Buckingham Limited Partnership ("Partnership") exercised warrants to purchase 66,052 shares of the Issuer's common stock for \$5.50 a share. The Partnership paid the (2) exercise price on a cashless basis, resulting in the Issuer's withholding of 42,243 of the warrant shares to pay the exercise price and issuing to the Partnership the remaining 23,809 shares. The Issuer also paid \$3.78 to the Partnership 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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(Print or Type Responses)

1. Name and Address of Reporting Person Buckingham Robert D <small>(Last) (First) (Middle)</small> 5311 CARRIAGE HILLS DRIVE <small>(Street)</small> RAPID CITY, SD 57702 <small>(City) (State) (Zip)</small>		2. Issuer Name and Ticker or Trading Symbol National American University Holdings, Inc. [NAUH]		3. Date of Earliest Transaction (Month/Day/Year) 06/27/2011		4. If Amendment, Date Original Filed (Month/Day/Year)		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		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	
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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Buckingham Robert D 5311 CARRIAGE HILLS DRIVE RAPID CITY, SD 57702	X	X		

**Signatures**

/s/ Robert D. Buckingham	06/29/2011
<small>Signature of Reporting Person</small>	<small>Date</small>

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