

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

National American University Holdings, Inc.

Form: 4

Date Filed: 2011-08-03

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 <small>(Last) (First) (Middle)</small>		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)	
5311 CARRIAGE HILLS DRIVE <small>(Street)</small>		3. Date of Earliest Transaction (Month/Day/Year) 08/01/2011			
RAPID CITY, SD 57702 <small>(City) (State) (Zip)</small>		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	

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/01/2011		X		28,853 <u>(1)</u>	A	\$ 5.5	10,516,342 <u>(1)</u>	I	by H. & E. Buckingham Limited Partnership
Common Stock	08/01/2011		S <u>(2)</u>		15,886 <u>(1)</u>	D	\$ 9.99	10,500,456 <u>(1)</u>	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 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	08/01/2011		X		28,853 <u>(1)</u>	11/23/2009	11/22/2011	Common Stock	28,853	\$ 0	562,081 <u>(1)</u>	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/ Mark D. Williamson, Attorney-in-fact
Signature of Reporting Person 08/03/2011
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 purposes of Section 16 or for any other purpose.

On August 1, 2011, H. & E. Buckingham Limited Partnership (the "Partnership") exercised warrants to purchase 28,853 shares of the Issuer's common stock for \$5.50 a share. The Partnership paid (2) the exercise price on a cashless basis, resulting in the Issuer's withholding of 15,886 of the warrant shares to pay the exercise price and issuing to the Partnership the remaining 12,967 shares. The Issuer also paid \$9.59 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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