

SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

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>KRASSNER BRAD</u> _____ (Last) (First) (Middle) <u>31 E RIVO ALTO</u> _____ (Street) <u>MIAMI BEACH FL 33139</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Wilhelmina International, Inc.</u> [<u>WHLM.OB</u>]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
			3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2012</u>			
			4. If Amendment, Date of 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/08/2012		J ⁽¹⁾		705,438	D	\$0	30,094,319	D ^{(2) (3)}	

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					

1. Name and Address of Reporting Person* <u>KRASSNER BRAD</u> _____ (Last) (First) (Middle) <u>31 E RIVO ALTO</u> _____ (Street) <u>MIAMI BEACH FL 33139</u> _____ (City) (State) (Zip)		
1. Name and Address of Reporting Person* <u>KRASSNER FAMILY INVESTMENTS LIMITED PARTNERSHIP</u> _____ (Last) (First) (Middle) <u>31 E RIVO ALTO</u> _____ (Street)		

MIAMI BEACH	FL	33139
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>KRASSNER INVESTMENTS, INC.</u>		
(Last)	(First)	(Middle)
31 E RIVO ALTO		
(Street)		
MIAMI BEACH	FL	33139
(City)	(State)	(Zip)

Explanation of Responses:

1. This transaction is compensation for services provided to Krassner Family Investments Limited Partnership.
2. Includes 29,759,077 shares owned directly by Krassner Family Investments Limited Partnership and 335,242 shares owned directly by Brad Krassner. Krassner Investments, Inc. is the general partner of Krassner Family Investments Limited Partnership and therefore has voting and dispositive power over the shares owned by Krassner Family Investments Limited Partnership. Krassner Investments, Inc. disclaims any pecuniary interest in the reported securities except to the extent of its ownership interest in Krassner Family Investments Limited Partnership (it owns a 1% interest in Krassner Family Investments Limited Partnership), and the inclusion of those shares in this report shall not be deemed to be an admission of beneficial ownership of all the reported shares for purposes of Section 16 or any other purpose. Brad Krassner is the President, Director and sole stockholder of Krassner Investments, Inc.
3. Brad Krassner, individually, and the Krassner Family Investment Trust are the limited partners of Krassner Family Investments Limited Partnership. Brad Krassner's children are the beneficiaries of the Krassner Family Investment Trust and his mother is a trustee of the trust. Brad Krassner and the Krassner Family Investment Trust disclaim any pecuniary interest in the reported limited partner interest in the reported securities except to the extent of their ownership interest therein (Brad Krassner owns an 83.5% limited partner interest in Krassner Family Investments Limited Partnership and the Krassner Family Investment Trust owns a 15.5% limited partner interest in Krassner Family Investments Limited Partnership) and the inclusion of those shares in this report shall not be deemed to be an admission of beneficial ownership of all the reported shares for purposes of Section 16 or any other purpose.

/s/ Brad Krassner 02/13/2012

** 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.