

Madhu Sanjay
Form 4
October 29, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Madhu Sanjay

(Last) (First) (Middle)
5300 W. CYPRESS STREET, SUITE 100
(Street)

TAMPA, FL 33607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Homeowners Choice, Inc. [HCII]

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 | 10/24/2012 | | C | | 703 | A | \$ 9.1 | 2,803 | I | By Self's IRA |
| Common Stock | 10/24/2012 | | C | | 67 | A | \$ 9.1 | 267 | I | By Son |
| Common Stock | 10/24/2012 | | C | | 1,000 | A | \$ 9.1 | 4,000 | I | By Spouse's IRA |
| Common Stock | | | | | | | | 110,000 | I | By Universal Finance & Investments, LLC ⁽¹⁾ |
| | | | | | | | | 30,000 ⁽²⁾ | D | |

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Common
Stock

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Warrant (Right to Buy) | \$ 9.1 ⁽³⁾ | 10/24/2012 | | S | 660 | 07/30/2008 07/30/2013 | Common Stock | 0 |
| Stock Warrant (Right to Buy) | \$ 9.1 ⁽³⁾ | 10/24/2012 | | S | 34 | 07/30/2008 07/30/2013 | Common Stock | 0 |
| Stock Warrant (Right to Buy) | \$ 9.1 ⁽³⁾ | 10/24/2012 | | C | 1,406 | 07/30/2008 07/30/2013 | Common Stock | 703 |
| Stock Warrant (Right to Buy) | \$ 9.1 ⁽⁵⁾ | 10/24/2012 | | S | 66 | 07/30/2008 07/30/2013 | Common Stock | 0 |
| Stock Warrant (Right to Buy) | \$ 9.1 ⁽⁵⁾ | 10/24/2012 | | C | 134 | 07/30/2008 07/30/2013 | Common Stock | 67 |
| Stock Warrant (Right to Buy) | \$ 9.1 ⁽⁶⁾ | 10/24/2012 | | S | 1,000 | 07/30/2008 07/30/2013 | Common Stock | 0 |

Buy)
 Stock
 Warrant (Right to Buy) \$ 9.1 ⁽⁶⁾ 10/24/2012 C 2,000 07/30/2008 07/30/2013 Common Stock 1,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Madhu Sanjay 5300 W. CYPRESS STREET SUITE 100 TAMPA, FL 33607 | X | | Vice President | |

Signatures

/s/ Cathy J. Welch as Attorney-in-fact for Sanjay Madhu 10/29/2012

**Signature of Reporting Person

Date

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).

(1) The reporting person holds voting and investment power of the 110,000 shares held by Universal Finance & Investments, LLC.

Restricted Stock Grant effective 5/8/2012: (a) 15,000 shares of the Restricted Stock issued hereunder the Restrictions will lapse in annual increments of 3,000 shares beginning on the first anniversary of the Vesting Date. (b) The remaining 15,000 shares of the Restricted Stock issued hereunder the Restrictions will lapse: (i) as to 3,000 shares, one year after the Closing Price equals or exceeds \$16 per share for 20 consecutive trading days; (ii) as to 3,000 shares, one year after the Closing Price equals or exceeds \$19 per share for 20 consecutive trading days; (iii) as to 3,000 shares, one year after the Closing Price equals or exceeds \$22 per share for 20 consecutive trading days; (iv) as to 3,000 shares, one year after the Closing Price equals or exceeds \$25 per share for 20 consecutive trading days; (v) as to 3,000 shares one year after the Closing Price equals or exceeds \$28 per share for 20 consecutive trading days;

(3) In connection with the Homeowners Choice, Inc. initial public offering ("IPO"), 2,100 units were purchased on 7/25/08 at a price of \$7.00 per unit, with each unit consisting of one share of common stock and one warrant. Two warrants may be exercised to acquire one share of common stock at an exercise price equal to \$9.10 per share. The warrants may be exercised any time after the closing of the IPO up to five years after the July 30, 2008 IPO closing date.

(4) Two warrants were exercised to acquire each share of common stock at an exercise price of \$9.10 per common share.

(5) In connection with the Homeowners Choice, Inc. initial public offering ("IPO"), 200 units were purchased on 7/25/08 at a price of \$7.00 per unit, with each unit consisting of one share of common stock and one warrant. Two warrants may be exercised to acquire one share of common stock at an exercise price equal to \$9.10 per share. The warrants may be exercised any time after the closing of the IPO up to five years after the July 30, 2008 IPO closing date.

(6) In connection with the Homeowners Choice, Inc. initial public offering ("IPO"), 3,000 units were purchased on 7/25/08 at a price of \$7.00 per unit, with each unit consisting of one share of common stock and one warrant. Two warrants may be exercised to acquire one share of common stock at an exercise price equal to \$9.10 per share. The warrants may be exercised any time after the closing of the IPO up to five years after the July 30, 2008 IPO closing date.

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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