

BBX CAPITAL CORP  
Form 4  
October 02, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 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 \*  
ABDO JOHN E

(Last) (First) (Middle)  
401 EAST LAS OLAS  
BLVD, SUITE 800  
(Street)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BBX CAPITAL CORP [BBX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/30/2015

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 Chairman

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock, par value \$0.01 per share | 09/30/2015                           |  | F                              | (A) or (D)<br>53,364 (1) D  | \$ 15.82 (2)<br>485,418 (3)   | D  |   |
| Class A Common Stock, par value \$0.01 per share | 09/30/2015                           |  | S                              | (4)<br>73,843 D   | (4)<br>45,380 (3)   | I  | Trust f/b/o John E. Abdo under Trust Agreement dated  |

3/15/76,  
John E.  
Abdo,  
Trustee

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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |               |       |
|---|---------------|-----------|---------------|-------|
|   | Director      | 10% Owner | Officer       | Other |
| ABDO JOHN E<br>401 EAST LAS OLAS BLVD<br>SUITE 800<br>FORT LAUDERDALE, FL 33301 | X             | X         | Vice Chairman |       |

## Signatures

/s/ Raymond S. Lopez, Chief Financial Officer, BBX Capital Corporation, Attorney-in-Fact for John E. Abdo 10/02/2015

\_\_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) Represents shares surrendered to the issuer to satisfy the issuer's tax withholding obligation relating to the vesting on September 30, 2015 of certain previously reported restricted stock units granted to the reporting person. These shares have been cancelled and retired by the

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issuer.

- (2) Represents the closing price of the issuer's Class A Common Stock on September 29, 2015.
- (3) On September 30, 2015, the reporting person transferred 73,843 shares of the issuer's Class A Common Stock from his direct holdings to his indirect holdings through the trust. These share amounts reflect that transfer.

- (4) Pursuant to the previously disclosed Share Exchange Agreement entered into by the reporting person and BFC Financial Corporation ("BFC") on September 4, 2015, on September 30, 2015, the reporting person received 405,624 shares of BFC's Class B Common Stock in exchange for 73,843 shares of the issuer's Class A Common Stock. The closing price of the issuer's Class A Common Stock and BFC's Class B Common Stock on September 29, 2015 was \$15.82 per share and \$2.88 per share, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.