

Knecht Edward F  
Form 4  
April 01, 2009

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Knecht Edward F

2. Issuer Name **and** Ticker or Trading  
Symbol  
NATIONAL BEVERAGE CORP  
[FIZZ]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
8100 SW 10TH ST, SUITE 4000  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/30/2009

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Executive VP - Procurement

PLANTATION, FL 33324

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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	03/30/2009		X		120	A	\$ 0.01	73,080 D
COMMON STOCK	03/30/2009		X		120	A	\$ 0.01	73,200 D
COMMON STOCK	03/30/2009		X		240	A	\$ 0.01	73,440 D
COMMON STOCK	03/30/2009		X		1,320	A	\$ 0.01	74,760 D

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
KEEP STOCK OPTION (1)	\$ 0.01	03/30/2009		X	120	01/04/2008	01/03/2012	COMMON STOCK	120
KEEP STOCK OPTION (1)	\$ 0.01	03/30/2009		X	120	01/25/2008	01/24/2012	COMMON STOCK	120
KEEP STOCK OPTION (1)	\$ 0.01	03/30/2009		X	240	03/11/2008	03/10/2012	COMMON STOCK	240
KEEP STOCK OPTION (1)	\$ 0.01	03/30/2009		X	1,320	10/31/2008	10/30/2012	COMMON STOCK	1,320

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Knecht Edward F 8100 SW 10TH ST SUITE 4000 PLANTATION, FL 33324	Executive VP - Procurement

## Signatures

/s/ Edward F.  
Knecht

03/31/2009

\_\_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).

Under the Company's Key Employee Equity Partnership Program ("KEEP"), participants receive a grant of KEEP options equal to 50% of the number of shares of National Beverage Corp. common stock purchased in the open market, up to a maximum of 6,000 shares in

- (1) any two year period. KEEP options are granted at an initial exercise price of sixty percent of the purchase price of the shares acquired, and reduce to the par value of the Company's common stock at the end of the six year vesting period. Reference is made to Exhibit 10.14 of the Company's Form 10-K for the year ended May 3, 2008.

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.