

ZIMMERMAN BERNARD  
Form 5  
February 09, 2012

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
CARUCCI WALTER P /NY

(Last) (First) (Middle)

C/O CARR SECURITIES  
CORP, 14 VANDERVENTER  
AVENUE, SUITE 210

(Street)

PORT  
WASHINGTON, NY 11050

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MORGAN GROUP HOLDING CO  
[MGHL]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2011

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)  
See Remarks

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.01 Par Value	06/17/2011	^	S4	5,000 D	\$ 0.135 219,489 (1)	D (2)	^
Common Stock, \$0.01 Par	09/09/2011	^	P4	10,000 A	\$ 0.145 219,489 (1)	D (2)	^

Value

Common  
Stock,  
\$0.01 Par  
Value

10/27/2011     Â     P4     3,500     A     \$ 0.13     219,489 <sup>(1)</sup>     D <sup>(2)</sup>     Â

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 2270  
(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. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable     Expiration Date	Title     Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARUCCI WALTER P /NY C/O CARR SECURITIES CORP 14 VANDERVENTER AVENUE, SUITE 210 PORT WASHINGTON, NY 11050	Â	Â X	Â	See Remarks
ZIMMERMAN BERNARD 18 HIGH MEADOW RD WESTON, CT 06883	Â	Â X	Â	See Remarks

## Signatures

/s/ Beth N. Lawson, as Attorney-in-Fact for Walter P. Carucci and Bernard Zimmerman

02/09/2012

\_\_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) This amount includes 182,763 shares of the Issuer owned by Walter P. Carucci individually, 33,200 shares owned by Uncle Mills Partners, of which Mr. Carucci is a partner, and 3526 shares owned by Carr Securities Corporation, of which Mr. Carucci is the President. Mr. Carucci and Bernard Zimmerman & Company, Inc., the other Reporting Person for this Group filing, collectively own 435,589 shares of the Issuer.

(2) By Walter P. Carucci.

Â

### Remarks:

Walter P. Carucci and Bernard Zimmerman & Company, Inc. may collectively be deemed a 10% C

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.