

CONFRANDESCO EWARD R JR
Form 4
January 13, 2005

FORM 4

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

OMB APPROVAL

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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 *
CONFRANDESCO EWARD R JR

2. Issuer Name and Ticker or Trading Symbol
INTERNATIONAL ASSETS HOLDING CORP [IAAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
220 E. CENTRAL PARKWAY, SUITE 2060
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
FORMER COO

ALTAMONTE SPRINGS, FL 32701

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	01/10/2004		M		20,000	A	\$ 2.125
Common Stock	01/10/2004		M		20,000	A	\$ 0.6
Common Stock	01/10/2004		M		13,320	A	\$ 1.3
Common Stock	01/10/2004		M		30,000	A	\$ 2.5
Common Stock	01/10/2004		S		83,320	D	\$ 7 0

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 2.125	01/10/2004		X	20,000	12/22/2003	12/22/2010	Common Stock	20,000
Stock Option	\$ 0.6	01/10/2004		X	20,000	12/22/2004	12/22/2011	Common Stock	20,000
Stock Option	\$ 1.3	01/10/2004		X	13,320	12/06/2004	12/06/2012	Common Stock	13,320
Stock Option	\$ 2.5	01/10/2004		X	30,000	03/07/2004	03/07/2013	Common	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONFRANCESCO EWARD R JR 220 E. CENTRAL PARKWAY SUITE 2060 ALTAMONTE SPRINGS, FL 32701			FORMER COO	

Signatures

Edward R.
Cofrancesco 01/12/2005

**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).

Remarks:

Exercise of stock options and subsequent private sale.

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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