PROCELLI THOMAS A

Form 4 May 30, 2012

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

L OWNERSHIP OF Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PROCELLI THOMAS A	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	OptimumBank Holdings, Inc. [OPHC]	(Check all applicable)			
(Last) (First) (Middle) C/O OPTIMUMBANK HOLDINGS, 2477 E. COMMERCIAL BLVD	3. Date of Earliest Transaction (Month/Day/Year) 10/27/2011	Director 10% OwnerX_ Officer (give title Other (specify below) Executive Vice President			
(Street) FORT LAUDERDALE, FL 33308	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			
(City) (State) (Zip)	·	Person quired, Disposed of, or Beneficially Owner 5 Amount of 6 Ownership 7 Nature			

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquon(A) or Disposed o		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	•	any	Code	(D)]	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	(Owned	Indirect (I)	Ownership
]	Following	(Instr. 4)	(Instr. 4)
				(4)]	Reported		
				(A)		Transaction(s)		
			Code V	or Amount (D)	Price ((Instr. 3 and 4)		
Common Stock	10/27/2011		P	75 OOO A	\$ 0.4	29,504 (1)	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)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
PROCELLI THOMAS A			г .:			
C/O OPTIMUMBANK HOLDINGS			Executive			
2477 E. COMMERCIAL BLVD			Vice			
FORT LAUDERDALE, FL 33308		President				

Signatures

Reporting Person

Thomas A.
Procelli

**Signature of 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).

On May 11, 2009 OptimumBank Holdings declard a 5% stock divident on its common stock, payable to all shareholders of record on June 11, 2009 resulting in the reporting person's acquisiton of 859 additional shares of common stock. On November 5, 2010, OptimumBank Holdings effected a 1 for 4 reverse stock split resulting in a reduction by 13,512 in the number of shares of common stock held by the reporting person.

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.

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