

Wallace Scott R  
Form 4  
April 17, 2013

**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 \*  
Wallace Scott R

(Last) (First) (Middle)  
5300 WEST CYPRESS STREET, SUITE 100  
(Street)

TAMPA, FL 33607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Homeowners Choice, Inc. [HCI]

3. Date of Earliest Transaction (Month/Day/Year)  
04/15/2013

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)  
Division President

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/15/2013		F		2,766 (1)	D	\$ 25.53
							97,234 (2)
Common Stock	04/17/2013		S		1,460 (1)	D	\$ 25.7826
							95,774 (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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**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 Beneficially (Instr. 5)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wallace Scott R 5300 WEST CYPRESS STREET SUITE 100 TAMPA, FL 33607				Division President

**Signatures**

/s/ Cathy J. Welch as Attorney-in-fact for Scott R. Wallace 04/17/2013

\_\_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) 2,766 shares were surrendered and 1,460 shares were sold to cover the anticipated federal income tax liability associated with the vesting of 10,000 restricted shares.
- Restricted Stock Grant effective 4/20/2012: (a) 50,000 shares of the Restricted Stock issued hereunder the Restrictions will lapse in annual increments of 10,000 shares beginning on the first anniversary of the Vesting Date. (b) The remaining 50,000 shares of the Restricted Stock issued hereunder the Restrictions will lapse: (i) as to 10,000 shares, one year after the Closing Price equals or exceeds \$12 per share for 20 consecutive trading days; (ii) as to 10,000 shares, one year after the Closing Price equals or exceeds \$14 per share for 20 consecutive trading days; (iii) as to 10,000 shares, one year after the Closing Price equals or exceeds \$16 per share for 20 consecutive trading days; (iv) as to 10,000 shares, one year after the Closing Price equals or exceeds \$18 per share for 20 consecutive trading days; (v) as to 10,000 shares, one year after the Closing Price equals or exceeds \$20 per share for 20 consecutive trading days;

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.