

Schwab Robert  
Form 4/A  
April 29, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Schwab Robert

2. Issuer Name and Ticker or Trading Symbol  
SIGNATURE GROUP HOLDINGS INC [SGGH.PK]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
5123 E. CALLE DEL NORTE  
(Street)  
PHOENIX, AZ 85018  
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
01/03/2011  
4. If Amendment, Date Original Filed(Month/Day/Year)  
01/04/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	01/03/2011 <sup>(1)</sup>		A		102,739 <sup>(1)</sup>	A	\$ 0.73 <sup>(1)</sup>
					1,397,920 <sup>(2)</sup>	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: Schwab Robert - Form 4/A

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 Following Transaction (Instr. 5)
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Code	V	(A)	(D)	Title	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schwab Robert 5123 E. CALLE DEL NORTE PHOENIX, AZ 85018	X			

## Signatures

/s/ Robert Schwab 04/29/2011  
 \_\_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) On October 27, 2010, the Board of Directors of Signature Group Holdings, Inc. approved a compensation package for each of its independent (non-management) Directors which includes annual compensation of \$75,000 of restricted stock. The restricted stock shall vest at the end of each year of the grant, subject to immediate vesting in the event of a change of control. On January 3, 2011 restricted shares were issued in the amount of \$75,000 to each independent Director for their director services for 2011. The number of shares was based on the closing price at December 31, 2010, which was .73. Accordingly, 102,739 restricted shares were issued to Mr. Schwab on January 3, 2011 (\$75,000/.73) and are scheduled to vest on December 31, 2011.
- (2) This amount is amended to show the correct amount of shares beneficially owned following this previously reported transaction.
- 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.