Clermont Ralph W
Form 3
September 19, 2012

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Clermont Ralph W
(Last) (First) (Middle)

5570 DTC PARKWAY
(Street)

GREENWOOD VILLAGE,Â COÂ 80111
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
09/19/2012

3. Issuer Name **and** Ticker or Trading Symbol
National Bank Holdings Corp [NBHC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

5. 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 Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	22,917 (1)	D	Â
Common Stock	5,000	I	By Ralph W. Clermont Revocable Trust

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (2)	10/20/2019	Common Stock	38,333	$ 20	D	Â
Stock Option (Right to Buy)	Â (3)	10/11/2018	Common Stock	8,000	$ 20	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clermont Ralph W 5570 DTC PARKWAY GREENWOOD VILLAGE,Â COÂ 80111	Â X	Â	Â	Â

Signatures

/s/ Mark W. Yonkman, as attorney-in-fact	09/19/2012
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Total includes 12,083 shares of unvested restricted stock granted under the National Bank Holdings Corporation 2009 Equity Incentive Plan, 9,583 of which are scheduled to vest on October 20, 2012, 1,250 of which are scheduled to vest on October 11, 2013 and 1,250 of which are scheduled to vest on October 11, 2014.

(2) Granted under the National Bank Holdings Corporation 2009 Equity Incentive Plan. Stock option award is time-vested with 1/2 having vested on October 20, 2011 and the remaining half vesting on October 20, 2012.

(3) Granted under the National Bank Holdings Corporation 2009 Equity Incentive Plan. Stock option award is time-vested with 1/2 vesting on October 11, 2013 and the remaining half vesting on October 11, 2014.

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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