

ZIMMERMAN BERNARD  
Form 5  
February 18, 2011

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
CARUCCI WALTER P /NY

(Last) (First) (Middle)

C/O CARR SECURITIES  
CORP, 14 VANDERVENTER  
AVENUE, SUITE 210

(Street)

PORT  
WASHINGTON, NY 11050

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MORGAN GROUP HOLDING CO  
[MGHL]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2010

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)  
See Remarks

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Amount | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|--------|-------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock, \$0.01 Par Value  | Â                                    | Â                                                  | 3                              | Â                                                                 | Â          | Â      | Â     | Â                                                                                          | D (2)                                                    | Â                                 |
| Common Stock, \$0.01 Par Value  | Â                                    | Â                                                  | 3                              | Â                                                                 | Â          | Â      | Â     | Â                                                                                          | D (3)                                                    | Â                                 |

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

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SEC 2270  
(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) | 8. Price of Derivative Security (Instr. 5) | 9. of D S B O E Is F (I    |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 | Date Exercisable (A) (D)                                 | Expiration Date                                               | Title                                      | Amount or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address                                                                                     | Relationships |           |         |             |
|--------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------------|
|                                                                                                                    | Director      | 10% Owner | Officer | Other       |
| CARUCCI WALTER P /NY<br>C/O CARR SECURITIES CORP<br>14 VANDERVENTER AVENUE, SUITE 210<br>PORT WASHINGTON, NY 11050 | ^             | ^ X       | ^       | See Remarks |
| ZIMMERMAN BERNARD<br>18 HIGH MEADOW RD<br>WESTON, CT 06883                                                         | ^             | ^ X       | ^       | See Remarks |

## Signatures

/s/ Beth N. Lowson, as Attorney-in-Fact for Walter P. Carucci and Bernard Zimmerman

02/18/2011

\_\_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) This amount includes 177,763 shares of the Issuer owned by Walter P. Carucci individually, 33,200 shares owned by Uncle Mills Partners, of which Mr. Carucci is a partner, and 26 shares owned by Carr Securities Corporation, of which Mr. Carucci is the President.
- (2) By Walter P. Carucci.
- (3) By Bernard Zimmerman & Company, Inc.

^  
**Remarks:**

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Walter P. Carucci and Bernard Zimmerman & Company, Inc. may collectively be deemed a 10% C

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.  
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