OptimumBank Holdings, Inc.

Form 4

March 13, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(City)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person ** COHEN IRVING P	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)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner Officer (give title Other (specify			
C/O OPTIMUMBANK, 2477 E.	03/13/2008	below) below)			
COMMERCIAL BOULEVARD					
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
FORTI AUDERDALE EL 22200		_X_ Form filed by One Reporting Person Form filed by More than One Reporting			

FORT LAUDERDALE, FL 33308

(State)

(Zip)

Toble I Non	-Derivative Securities	Acquired Disposed	lof on	Donoficially	Doggo
I able I - Non	1-Derivative Securities	Acquirea, Disposed	1 OT. OT	Beneficially	Ownea

Person

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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
COMMON STOCK	03/13/2008		A	146	A	\$ 10.25	34,896	I	BY IPC REV TRUST	
COMMON STOCK	03/13/2008		A	164	A	\$ 9.12	35,060	I	BY IPC REV TRUST	
COMMON STOCK	03/13/2008		A	122	A	\$ 8.21	35,182	I	BY IPC REV TRUST	
COMMON	03/13/2008		A	126	A	\$8	35,308	I	BY IPC	

STOCK			REV TRUST
COMMON STOCK	15,104 (1)	D	
COMMON STOCK	5,512 <u>(1)</u>	I	BY WIFE

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
COHEN IRVING P C/O OPTIMUMBANK 2477 E. COMMERCIAL BOULEVARD FORT LAUDERDALE, FL 33308	X						
Signatures							

Signatures

/s/ Albert J. Finch, Attorney-in-Fact for Irving P. 03/13/2008 Cohen

> **Signature of Reporting Person Date

Reporting Owners 2

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) Shares adjusted for 5% stock dividend issued on July 12, 2007

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.