

ABDO JOHN E
Form 4
September 23, 2009

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 *
ABDO JOHN E

2. Issuer Name and Ticker or Trading Symbol
Woodbridge Holdings Corp
(Formerly Levitt Corp) [WDGH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2100 WEST CYPRESS CREEK ROAD

3. Date of Earliest Transaction (Month/Day/Year)
09/21/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

(Street)
FORT LAUDERDALE, FL 33309

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	
Class A Common Stock, par value \$0.01 per share	09/21/2009		J ⁽¹⁾	1,821	⁽²⁾	D	⁽²⁾	0	D
Class A Common Stock, par value \$0.01 per	09/21/2009		J ⁽¹⁾	6,105	⁽²⁾	D	⁽²⁾	0	I
							By John E. Abdo Trust under Trust Agreement dated		

share

3/15/76,
John E.
Abdo,
Trustee

Class A
Common
Stock, par
value
\$0.01 per
share

09/21/2009

J⁽¹⁾

3,735,391
(3)

D

\$ 0
(3) 0

I

By BFC
Financial
Corporation

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

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(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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABDO JOHN E 2100 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309	X	X	Vice Chairman	

Signatures

/s/ John K. Grelle, Executive Vice President and Chief Financial Officer, Woodbridge Holdings Corporation, Attorney-in-Fact for John E. Abdo

09/23/2009

____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 September 21, 2009, the issuer was merged with and into a wholly-owned subsidiary of BFC Financial Corporation ("BFC") and each outstanding share of the issuer's Class A Common Stock (other than shares owned by BFC) was converted into the right to receive 3.47 shares of BFC's Class A Common Stock. Prior to the merger, BFC owned shares of the issuer's Class A Common Stock and Class B Common Stock representing approximately 24% of the issuer's total common equity and 59% of the issuer's total voting power.

(2) Exchanged in the merger for an aggregate of 27,504 shares of BFC's Class A Common Stock. On the effective date of the merger, the closing price of BFC's Class A Common Stock, as quoted on the Pink Sheets Electronic Quotation System, was \$0.41 per share.

(3) The reporting person was deemed to beneficially own the 3,735,391 shares of the issuer's Class A Common Stock which were owned by BFC as well as the 243,807 shares of the issuer's Class B Common Stock which were owned by BFC and were convertible on a share-for-share basis into the issuer's Class A Common Stock at any time in BFC's discretion. The shares of the issuer's Class A Common Stock and Class B Common Stock owned by BFC were canceled in the merger without any consideration therefor.

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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