

Campbell Michael
Form 4
October 07, 2011

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 *
Campbell Michael

2. Issuer Name and Ticker or Trading Symbol
RESOURCE HOLDINGS, INC.
[SMSA.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11753 WILLARD AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

TUSTIN, CA 92782

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 | 05/10/2011 | | S | | 351,563 | D | 15,605,937 |
| Common Stock, par value \$0.001 | 06/10/2011 | | S | | 440,000 | D | 15,165,937 |
| Common Stock, par value \$0.001 | 06/10/2011 | | S | | 78,125 | D | 15,087,812 |

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| | | | | | | | |
|---------------------------------|------------|---|---------|---|-----|------------|---|
| Common Stock, par value \$0.001 | 06/10/2011 | S | 78,125 | D | (1) | 15,009,687 | D |
| Common Stock, par value \$0.001 | 06/10/2011 | S | 2,000 | D | (1) | 15,007,687 | D |
| Common Stock, par value \$0.001 | 06/22/2011 | S | 156,250 | D | (1) | 14,851,437 | D |
| Common Stock, par value \$0.001 | 07/23/2011 | S | 156,250 | D | (2) | 14,695,187 | D |
| Common Stock, par value \$0.001 | 09/02/2011 | S | 50,000 | D | (2) | 14,645,187 | D |
| Common Stock, par value \$0.001 | 09/02/2011 | S | 50,000 | D | (2) | 14,595,187 | D |
| Common Stock, par value \$0.001 | 09/02/2011 | S | 5,000 | D | (2) | 14,590,187 | D |
| Common Stock, par value \$0.001 | 09/27/2011 | S | 100,000 | D | (3) | 14,490,187 | D |

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

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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

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| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|-----------------------------|--------|------------|------|---|-----|-----|------------------|-----------------|---------------------------------|----------------------|
| Stock Option (Right to Buy) | \$ 0.1 | 08/10/2011 | A | | | | 02/10/2012 | 08/09/2016 | Common Stock, par value \$0.001 | 2,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Campbell Michael 11753 WILLARD AVENUE TUSTIN, CA 92782 | X | X | Chief Executive Officer | |

Signatures

/s/ Michael
Campbell

10/06/2011

**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) Shares transferred to various individuals as compensation for consulting services provided to the Issuer.
- (2) Shares transferred to various individuals as an incentive to invest in the Issuer.
- (3) Shares transferred to Eudora Partners LLC as additional compensation for making a loan of \$25,000 to the Reporting Person.
- (4) Issued pursuant to the Issuer's 2010 Equity Incentive Plan.

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.