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INTERNATIONAL ASSETS HOLDING CORP

Form 4 May 16, 2008

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

Issuer

VEITIA DIEGO J

INTERNATIONAL ASSETS HOLDING CORP [IAAC]

(Check all applicable)

Non-Executive Chairman

(Last)

(City)

Stock

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

_X__ Director 10% Owner __X_ Other (specify Officer (give title

5. Relationship of Reporting Person(s) to

220 E. CENTRAL

PARKWAY, SUITE 2060

(Month/Day/Year)

below) below)

05/08/2008

Symbol

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

ALTAMONTE SPRINGS, FL 32701

(State)

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative | Secui | rities Acqu | ired, Disposed of | , or Beneficiall | y Owned |
|-----------------|---------------------|--------------------|--------------|------------|-----------|--------------|-------------------|------------------|--------------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ities A | cquired | 5. Amount of | 6. | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | on(A) or D | ispose | d of (D) | Securities | Ownership | Indirect |
| (Instr. 3) | | any | Code | (Instr. 3, | 4 and | 5) | Beneficially | Form: Direct | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | (D) or | Ownership |
| | | | | | | | Following | Indirect (I) | (Instr. 4) |
| | | | | | () | | Reported | (Instr. 4) | |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 05/08/2008 | | A | 500 | A | \$ 18.862 | 24,000 | D | |
| Common | | | | | | | 94,390 | I | By Diego Veitia |

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

Family Trust

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------|------------|--------------|-------------|------------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration D | ate | Amount of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | /Year) | Underlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | ; | | (Instr. 3 and | 4) | Own |
| | Security | | | | Acquired | | | | | Follo |
| | | | | | (A) or | | | | | Repo |
| | | | | | Disposed | | | | | Trans |
| | | | | | of (D) | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | Amoi | unt | |
| | | | | | | | | | uiit | |
| | | | | | | Date | Expiration | Of Title Numb | h-a | |
| | | | | | | Exercisable | Date | Title Numl | Der | |
| | | | | C-1- V | (A) (D) | | | | | |
| | | | | Code V | (A) (D) | | | Share | S | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|---------------------------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| VEITIA DIEGO J 220 E. CENTRAL PARKWAY SUITE 2060 ALTAMONTE SPRINGS, FL 32701 | X | | | Non-Executive Chairman | | | |

Signatures

Diego J. Veitia 05/15/2008

**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).

Remarks:

Restricted Stock issued under Restricted Stock Plan and subject to a three year vesting period.

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.

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