Solomon Mitchell A Form 4 November 20, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number: January 31,

Expires: 2005 Estimated average

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Solomon Mitchell A

2. Issuer Name and Ticker or Trading Symbol

P&F INDUSTRIES INC [PFIN]

5. Relationship of Reporting Person(s) to Issuer

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

11/16/2012

(Check all applicable)

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

C/O P&F INDUSTRIES, INC., 445 **BROADHOLLOW RD., SUITE 100**

(Street)

(First)

4. If Amendment, Date Original

Code V

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MELLVILLE, NY 11747

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s)

(Instr. 3 and 4) Amount (D) Price

Class A

(Instr. 3)

Common 11/16/2012 Α 666 (1) A \$0 666

D

Stock

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

(Month/Day/Year)

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)

Edgar Filing: Solomon Mitchell A - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities		e		Secur	rities	(Instr. 5)	Bene
	Derivative							(Instr.	. 3 and 4)		Owne
	Security				Acquired					Follo	
	•				(A) or						Repo
					Disposed						Trans
		of (D)						(Instr			
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Exercisable Date	Expiration	Title Nu of			
							*		Number		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships

Solomon Mitchell A C/O P&F INDUSTRIES, INC. 445 BROADHOLLOW RD., SUITE 100 MELLVILLE, NY 11747



Signatures

/s/ Mitchell A. Solomon 11/16/2012

**Signature of Reporting Date
Person

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) The 666 shares represents shares of Restricted Stock granted pursuant to the P&F Industries, Inc. 2012 Stock Incentive Plan for service as a non-employee director. All 666 shares vest on November 15, 2013.

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.

Reporting Owners 2