

Woodbridge Holdings Corp (Formerly Levitt Corp)  
 Form 4/A  
 December 18, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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**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 \*  
 NICHOLSON WILLIAM R

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  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/10/2008

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

FORT LAUDERDALE, FL 33309  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 12/11/2008

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

**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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock, par value \$0.01 per share	12/10/2008		P	A	2,000	\$ 0.55	8,073 <sup>(1)</sup>	D

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

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**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
NICHOLSON WILLIAM R 2100 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309		X		

## Signatures

/s/ John K. Grelle, Executive Vice President and Chief Financial Officer, Woodbridge Holdings Corporation, Attorney-in-Fact for William R. Nicholson 12/18/2008

\_\_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).
- (1) On September 26, 2008, the Issuer effected a one-for-five reverse stock split, pursuant to which each five shares of the Issuer's Class A Common Stock automatically converted into one share of Class A Common Stock. The Form 4 filed on December 11, 2008, which correctly reported Mr. Nicholson's purchase of 2,000 post-split shares of the Issuer's Class A Common Stock, inadvertently failed to account for the reverse stock split when reporting the aggregate number of shares of the Issuer's Class A Common Stock owned by Mr. Nicholson following such purchase. As a result, this amendment is filed solely to correct Mr. Nicholson's current ownership interest in the Issuer's Class A Common Stock.

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.