

HALLMARK FINANCIAL SERVICES INC
 Form 4
 January 31, 2006

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 *
 NEWCASTLE PARTNERS L P

2. Issuer Name and Ticker or Trading Symbol
 HALLMARK FINANCIAL SERVICES INC [HAF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 300 CRESCENT COURT, STE 1110
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/27/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 C.E.O. & CHAIRMAN

DALLAS, TX 75201

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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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.

SEC 1474
 (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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code V	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
				(A)	(D)			
Convertible Note	\$ 1.28	01/27/2006	P	\$ 12,550,000		<u>(3)</u>	07/27/2007	COMM STOC
CONVERTIBLE NOTE	\$ 1.28	01/27/2006	P	\$ 12,450,000		<u>(3)</u>	07/27/2007	COMM STOC

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEWCASTLE PARTNERS L P 300 CRESCENT COURT STE 1110 DALLAS, TX 75201	X	X	C.E.O. & CHAIRMAN	
NEWCASTLE CAPITAL MANAGEMENT LP 300 CRESCENT COURT STE 1110 DALLAS, TX 75201	X	X	C.E.O. & CHAIRMAN	
NEWCASTLE CAPITAL GROUP LLC 300 CRESCENT COURT STE 1110 DALLAS, TX 75201	X	X	C.E.O. & CHAIRMAN	
SCHWARZ MARK E 300 CRESCENT COURT STE 1110 DALLAS, TX 75201	X	X	C.E.O. & CHAIRMAN	

Signatures

Newcastle Partners, L.P., By: Newcastle Capital Management, L.P., its general partner, By: Newcastle Capital Group, L.L.C. its general partner, by:/s/ Mark E. Schwarz, its managing member 01/31/2006

__Signature of Reporting Person Date

Newcastle Capital Management, L.P., By: Newcastle Capital Group, L.L.C. its general partner, By: /s/ Mark E. Schwarz, its managing member 01/31/2006

__Signature of Reporting Person Date

Newcastle Capital Group, L.L.C., By: /s/ Mark E. Schwarz, its managing member 01/31/2006

__Signature of Reporting Person Date

/s/ Mark E. Schwarz 01/31/2006

