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

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2012

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________________ to ________________

Commission file number: **33-26115**

PATRIOT TRANSPORTATION HOLDING, INC.
(Exact name of registrant as specified in its charter)

Florida	**59-2924957**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
200 W. Forsyth St., 7th Floor, Jacksonville, FL	**32202**
(Address of principal executive offices)	(Zip Code)

904-396-5733
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [x]   No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes [x]   No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]   Accelerated filer [x]
Non-accelerated filer [ ]   Smaller reporting company [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [ ]   No [x]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at December 31, 2012
Common Stock, $.10 par value per share	9,502,720 shares

PATRIOT TRANSPORTATION HOLDING, INC.
FORM 10-Q
QUARTER ENDED DECEMBER 31, 2012

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Preliminary Note Regarding Forward-Looking Statements.

Certain matters discussed in this report contain forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those indicated by such forward-looking statements.

These forward-looking statements relate to, among other things, capital expenditures, liquidity, capital resources and competition and may be indicated by words or phrases such as ”anticipate”, ”estimate”, ”plans”, ”projects”, ”continuing”, ”ongoing”, ”expects”, ”management believes”, ”the Company believes”, ”the Company intends” and similar words or phrases. The following factors and others discussed in the Company’s periodic reports and filings with the Securities and Exchange Commission are among the principal factors that could cause actual results to differ materially from the forward-looking statements: freight demand for petroleum products including recessionary and terrorist impacts on travel in the Company’s markets; levels of construction activity in the markets served by our mining properties; fuel costs and the Company’s ability to recover fuel surcharges; accident severity and frequency; risk insurance markets; driver availability and cost; the impact of future regulations regarding the transportation industry; availability and terms of financing; competition in our markets; interest rates, inflation and general economic conditions; demand for flexible warehouse/office facilities in the Baltimore-Washington-Northern Virginia area; and ability to obtain zoning and entitlements necessary for property development. However, this list is not a complete statement of all potential risks or uncertainties.

These forward-looking statements are made as of the date hereof based on management’s current expectations, and the Company does not undertake an obligation to update such statements, whether as a result of new information, future events or otherwise. Additional information regarding these and other risk factors may be found in the Company’s other filings made from time to time with the Securities and Exchange Commission.

PART I. FINANCIAL INFORMATION, ITEM 1. FINANCIAL STATEMENTS
PATRIOT TRANSPORTATION HOLDING, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(Unaudited) (In thousands, except share data)

	December 31, 2012	September 30, 2012
Assets		
Current assets:		
Cash and cash equivalents	$ 1,440	6,713
Accounts receivable (net of allowance for doubtful accounts of $135 and $129, respectively)	6,315	7,019
Real estate tax refund receivable	2,342	2,311
Federal and state income taxes receivable	426	426
Inventory of parts and supplies	988	843
Prepaid tires on equipment	1,791	1,631
Prepaid taxes and licenses	1,389	2,050
Prepaid insurance	2,199	2,371
Prepaid expenses, other	75	70
Real estate held for sale, at cost	2,754	3,485
Total current assets	19,719	26,919
Property, plant and equipment, at cost	347,634	338,702
Less accumulated depreciation and depletion	111,909	110,681
Net property, plant and equipment	235,725	228,021
Real estate held for investment, at cost	3,640	3,640
Investment in joint venture	7,543	7,521
Goodwill	1,087	1,087
Unrealized rents	4,298	4,155
Other assets	4,682	4,362
Total assets	$276,694	275,705
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	$ 5,003	5,266
Deferred income taxes	58	58
Federal and state income taxes payable	634	-
Accrued payroll and benefits	3,781	5,164
Accrued insurance	1,968	3,249
Accrued liabilities, other	1,040	1,189
Long-term debt due within one year	5,327	5,239
Total current liabilities	17,811	20,165
Long-term debt, less current portion	55,766	57,131
Deferred income taxes	18,643	18,199
Accrued insurance	1,659	1,659
Other liabilities	3,907	3,833
Commitments and contingencies (Note 8)		
Shareholders' equity:		
Preferred stock, no par value; 5,000,000 shares authorized; none issued	-	-
Common stock, $.10 par value; 25,000,000 shares authorized, 9,502,720 and 9,440,620 shares issued and outstanding, respectively	950	944
Capital in excess of par value	42,794	41,539
Retained earnings	135,132	132,203
Accumulated other comprehensive income, net	32	32
Total shareholders' equity	178,908	174,718
Total liabilities and shareholders' equity	$276,694	275,705

See accompanying notes.

PATRIOT TRANSPORTATION HOLDING, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In thousands except per share amounts)
(Unaudited)

	THREE MONTHS ENDED DECEMBER 31, 2012	2011
Revenues:		
Transportation	$26,639	24,841
Mining royalty land	1,331	977
Developed property rentals	5,087	4,541
Total revenues	33,057	30,359
Cost of operations:		
Transportation	24,842	23,398
Mining royalty land	308	293
Developed property rentals	3,236	3,162
Unallocated corporate	263	292
Total cost of operations	28,649	27,145
Operating profit:		
Transportation	1,797	1,443
Mining royalty land	1,023	684
Developed property rentals	1,851	1,379
Unallocated corporate	(263)	(292)
Total operating profit	4,408	3,214
Gain on termination of sale contract	-	1,039
Gain on investment land sold	1,116	-
Interest income and other	32	9
Equity in loss of joint venture	(8)	(7)
Interest expense	(428)	(804)
Income before income taxes	5,120	3,451
Provision for income taxes	(1,997)	(1,326)
Income from continuing operations	3,123	2,125
Loss from discontinued operations, net	-	(1)
Net income	$ 3,123	2,124
Comprehensive income	$ 3,123	2,124
Earnings per common share:		
Income from continuing operations -		
Basic	$ .33	.23
Diluted	$ .33	.23
Discontinued operations (Note 11) -		
Basic	$ -	-
Diluted	$ -	-
Net income – basic	$ .33	.23
Net income – diluted	$ .33	.23
Number of shares (in thousands) used in computing:		
-basic earnings per common share	9,452	9,290
-diluted earnings per common share	9,549	9,422

See accompanying notes.

PATRIOT TRANSPORTATION HOLDING, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
THREE MONTHS ENDED DECEMBER 31, 2012 AND 2011
(In thousands)
(Unaudited)

	2012	2011
Cash flows from operating activities:		
Net income	$ 3,123	2,124
Adjustments to reconcile net income to net cash provided by continuing operating activities:		
Depreciation, depletion and amortization	3,271	3,083
Deferred income taxes	444	-
Equity in loss of joint venture	8	7
Gain on sale of equipment and property	(1,307)	(1,051)
Loss from discontinued operations, net	-	1
Stock-based compensation	130	136
Net changes in operating assets and liabilities:		
Accounts receivable	704	234
Inventory of parts and supplies	(145)	132
Prepaid expenses and other current assets	668	894
Other assets	(680)	(368)
Accounts payable and accrued liabilities	(3,076)	(870)
Income taxes payable and receivable	634	1,014
Long-term insurance liabilities and other long-term liabilities	74	30
Net cash provided by operating activities of continuing operations	3,848	5,366
Net cash provided by operating activities of discontinued operations	-	4
Net cash provided by operating activities	3,848	5,370
Cash flows from investing activities:		
Purchase of transportation group property and equipment	(6,787)	(4,789)
Investments in developed property rentals segment	(4,164)	(2,589)
Investment in joint venture	(32)	(70)
Proceeds from the sale of property, plant and equipment	2,202	1,069
Net cash used in investing activities	(8,781)	(6,379)
Cash flows from financing activities:		
Repayment of long-term debt	(1,277)	(1,195)
Repurchase of Company Stock	(233)	(137)
Excess tax benefits from exercises of stock options and vesting of restricted stock	407	145
Exercise of employee stock options	763	220
Net cash used in financing activities	(340)	(967)
Net (decrease) in cash and cash equivalents	(5,273)	(1,976)
Cash and cash equivalents at beginning of period	6,713	21,026
Cash and cash equivalents at end of the period	$ 1,440	19,050

The Company recorded non-cash transactions for a receivable on previously capitalized real estate taxes on the Anacostia property of $31 and $2,043 in first quarter fiscal 2013 and 2012 respectively.

See accompanying notes.

PATRIOT TRANSPORTATION HOLDING, INC. AND SUBSIDIARIES
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2012
(Unaudited)

(1) **Basis of Presentation**. The accompanying consolidated financial statements include the accounts of Patriot Transportation Holding, Inc. and its subsidiaries (the “Company”). Investment in the 50% owned Brooksville Joint Venture is accounted for under the equity method of accounting. These statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the instructions to Form 10-Q and do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (primarily consisting of normal recurring accruals) considered necessary for a fair statement of the results for the interim periods have been included. Operating results for the three months ended December 31, 2012 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2013. The accompanying consolidated financial statements and the information included under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be read in conjunction with the Company's consolidated financial statements and related notes included in the Company’s Form 10-K for the year ended September 30, 2012.

(2) **Stock Split.** On December 1, 2010, the Board of Directors declared a 3-for-1 stock split of the Company’s common stock in the form of a stock dividend. The record date for the split was January 3, 2011 and the new shares were issued on January 17, 2011. The total authorized shares remained 25 million and par value of common stock remained unchanged at $.10 per share. All share and per share information presented has been adjusted to reflect this stock split.

(3) **Recent Accounting Pronouncements.** In June 2011, accounting guidance was issued that requires an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This guidance eliminates the option to present the components of other comprehensive income as part of the statement of equity. This standard was adopted by the Company on January 1, 2012. As the new adoption relates to presentation only, the adoption of this standard did not have a material effect on the Company’s financial position or results of operations.

(4) **Business Segments.** The Company operates in three reportable business segments. The Company’s operations are substantially in the Southeastern and Mid-Atlantic states. The transportation segment hauls petroleum and other liquids and dry bulk commodities by tank

trailers. The Company's real estate operations consist of two reportable segments. The Mining royalty land segment owns real estate including construction aggregate royalty sites and parcels held for investment. The Developed property rentals segment acquires, constructs, and leases office/warehouse buildings primarily in the Baltimore/Northern Virginia/Washington area, and holds real estate for future development or related to its developments.

The Company's transportation and real estate groups operate independently and have minimal shared overhead except for corporate expenses. Corporate expenses are allocated in fixed quarterly amounts based upon budgeted and estimated proportionate cost by segment. Unallocated corporate expenses primarily include stock compensation and corporate aircraft expenses.

Operating results and certain other financial data for the Company's business segments are as follows (in thousands):

	Three Months ended December 31,	
	2012	2011
Revenues:		
Transportation	$ 26,639	24,841
Mining royalty land	1,331	977
Developed property rentals	5,087	4,541
	$ 33,057	30,359
Operating profit:		
Transportation	$ 2,268	1,838
Mining royalty land	1,199	848
Developed property rentals	2,115	1,624
Corporate expenses:		
Allocated to transportation	(471)	(395)
Allocated to mining land	(176)	(164)
Allocated to developed property	(264)	(245)
Unallocated	(263)	(292)
	(1,174)	(1,096)
	$ 4,408	3,214
Interest expense:		
Mining royalty land	$ 11	10
Developed property rentals	417	794
	$ 428	804
Capital expenditures:		
Transportation	$ 6,787	4,789
Mining royalty land	-	-
Developed property rentals:		
Capitalized interest	591	294
Internal labor	110	141
Real estate taxes (a)	251	(1,607)
Other costs	3,212	1,718
	$ 10,951	5,335

(a)Includes $31 and $2,043 receivable on previously capitalized real estate taxes on the Anacostia property for the three months ended December 31, 2012 and December 31, 2011, respectively.

Depreciation, depletion and amortization:		
Transportation	$ 1,753	1,608
Mining royalty land	25	32
Developed property rentals	1,388	1,341
Other	105	102
	$ 3,271	3,083

	December 31, 2012	September 30, 2012
Identifiable net assets		
Transportation	$ 47,293	42,642
Mining royalty land	39,436	39,695
Developed property rentals	186,692	184,358
Cash items	1,440	6,713
Unallocated corporate assets	1,833	2,297
	$276,694	275,705

(5) **Long-Term debt.** Long-term debt is summarized as follows (in thousands):

	December 31, 2012	September 30, 2012
5.6% to 8.6% mortgage notes due in installments through 2027	61,093	62,370
Less portion due within one year	5,327	5,239
	$ 55,766	57,131

On December 21, 2012, the Company entered into a modified credit agreement with Wells Fargo Bank, N.A. (the "Credit Agreement"). The Credit Agreement modifies the Company's prior Amended and Restated Revolving Credit Agreement with Wachovia Bank, National Association ("Wachovia"), Bank of America, N.A., SunTrust Bank, and Compass Bank dated as of November 10, 2004. The Credit Agreement is for a 5 year term with a maximum facility amount of $55 million. The Credit Agreement provides a revolving credit facility (the "Revolver") with a maximum facility amount of $40 million, with a $20 million sublimit for standby letters of credit, and a term loan facility of $15 million. Wells Fargo Bank, N.A. is the sole lender under the modified Credit Agreement. The Credit Agreement bears interest at a rate of 1.00% over the selected LIBOR, which may change quarterly based on the Company's ratio of Consolidated Total Debt to Consolidated Total Capital, as defined. A commitment fee of 0.15% per annum is payable quarterly on the unused portion of the Revolver portion of the credit agreement. The commitment fee may also change quarterly based upon the ratio described above. The Credit Agreement contains certain conditions, affirmative financial covenants and negative covenants including limitations on paying cash dividends. Letters of credit in the amount of $9,009,000 were issued under the Revolver. As of December 31, 2012, $45,991,000 was available for borrowing and $58,719,000 of consolidated retained earnings would be available for payment of dividends. The Company was in compliance with all covenants as of December 31, 2012.

The fair values of the Company's mortgage notes payable were estimated based on current rates available to the Company for debt of the same remaining maturities. At December 31, 2012, the carrying amount and fair value of such other long-term debt was $61,093,000 and $65,892,000, respectively.

(6) **Earnings per share.** The following details the computations of the basic and diluted earnings per common share (dollars in thousands, except per share amounts):

	THREE MONTHS ENDED DECEMBER 31,	
	2012	2011
Weighted average common shares outstanding during the period - shares used for basic earnings per common share	9,452	9,290
Common shares issuable under share based payment plans which are potentially dilutive	97	132
Common shares used for diluted earnings per common share	9,549	9,422
Net income	$ 3,123	2,124
Earnings per common share		
Basic	$ .33	.23
Diluted	$ .33	.23

For the three months ended December 31, 2012, 173,240 shares attributable to outstanding stock options were excluded from the calculation of diluted earnings per share because their inclusion would have been anti-dilutive. For the three months ended December 31, 2011, 172,060 shares attributable to outstanding stock options were excluded from the calculation of diluted earnings per common share because their inclusion would have been anti-dilutive.

(7) **Stock-Based Compensation Plans.** As more fully described in Note 7 to the Company's notes to the consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended September 30, 2012, the Company's stock-based compensation plan permits the grant of stock options, stock appreciation rights, restricted stock awards, restricted stock units, and stock awards. The number of common shares available for future issuance was 557,380 at December 31, 2012.

The Company recorded the following stock compensation expense in its consolidated statements of income (in thousands):

	Three Months ended December 31, 2012	Three Months ended December 31, 2011
Stock option grants	$ 130	136

A summary of changes in outstanding options is presented below (in thousands, except share and per share amounts):

Options	Number Of Shares	Weighted Average Exercise Price	Weighted Average Remaining Term (yrs)	Weighted Average Grant Date Fair Value
Outstanding at October 1, 2012	481,210	$17.52	3.8	$ 3,782
Granted	46,180	$26.20		$ 489
Exercised	70,800	$10.78		$ 388
Outstanding at December 31, 2012	456,590	$19.45	4.5	$ 3,883
Exercisable at December 31, 2012	360,578	$17.81	3.5	$ 2,847
Vested during three months ended December 31, 2012	20,612			$ 199

The aggregate intrinsic value of exercisable in-the-money options was $3,910,000 and the aggregate intrinsic value of all outstanding in-the-money options was $4,213,000 based on the market closing price of $28.43 on December 31, 2012 less exercise prices. Gains of $1,050,000 were realized by option holders during the three months ended December 31, 2012. The realized tax benefit from options exercised for the three months ended December 31, 2012 was $407,000. Total compensation cost of options granted but not yet vested as of December 31, 2012 was $956,000, which is expected to be recognized over a weighted-average period of 3.7 years.

(8) **Contingent liabilities.** Certain of the Company’s subsidiaries are involved in litigation on a number of matters and are subject to certain claims which arise in the normal course of business. The Company has retained certain self-insurance risks with respect to losses for third party liability and property damage. There is a reasonable possibility that the Company’s estimate of vehicle and workers’ compensation liability for the transportation may be understated or overstated but the possible range can not be estimated. The liability at any point in time depends upon the relative ages and amounts of the individual open claims. In the opinion of management, none of these matters are expected to have a material adverse effect on the Company’s consolidated financial condition, results of operations or cash flows.

(9) **Concentrations.** The transportation segment primarily serves customers in the industries in the Southeastern U.S. Significant economic disruption or downturn in this geographic region or these industries could have an adverse effect on our financial statements.

During the first three months of fiscal 2013, the transportation segment's ten largest customers accounted for approximately 55.8% of the transportation segment's revenue. One of these customers accounted for 21.0% of the transportation segment's revenue. The loss of any one of these customers would have an adverse effect on the Company's revenues and income. Accounts receivable from the transportation segment's ten largest customers was $3,464,000 and $2,988,000 at December 31, 2012 and September 30, 2012 respectively.

The mining royalty land segment has one lessee that accounted for 73.9% of the segment's revenues and $151,000 of accounts receivable at December 31, 2012. The loss of this customer would have an adverse effect on the segment.

The Company places its cash and cash equivalents with high credit quality institutions. At times, such amounts may exceed FDIC limits.

(10) **Fair Value Measurements.** Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. Level 1 means the use of quoted prices in active markets for identical assets or liabilities. Level 2 means the use of values that are derived principally from or corroborated by observable market data. Level 3 means the use of inputs that are unobservable and significant to the overall fair value measurement.

As of December 31, 2012 the Company had no assets or liabilities measured at fair value on a recurring basis or non-recurring basis. The fair value of all other financial instruments with the exception of mortgage notes (see Note 5) approximates the carrying value due to the short-term nature of such instruments.

(11) **Discontinued operations.** In August 2009, the Company sold its flatbed trucking company, SunBelt Transport, Inc. ("SunBelt"). Under the agreement, the Buyer purchased all of SunBelt's tractors and trailers, leased the SunBelt terminal facilities in Jacksonville, Florida for 36 months at a rental of $5,000 per month and leased the terminal facilities in South Pittsburg, Tennessee for 60 months at a rental of $5,000 per month with an option to purchase the Tennessee facilities at the end of the lease for payment of an additional $100,000. The South Pittsburg lease was recorded as a sale under bargain purchase accounting. The purchase price received for the tractors and trailers and inventories was a $1 million cash payment and the delivery of a Promissory Note requiring 60 monthly payments of $130,000 each including interest at 7%, secured by the assets of the business conveyed. As of September 30, 2011 the note receivable was

fully paid and the option to purchase the South Pittsburg facility was completed. The Company retained all pre-closing receivables and liabilities.

SunBelt has been accounted for as discontinued operations in accordance with ASC Topic 205-20 Presentation of Financial Statements – Discontinued Operations. All periods presented have been restated accordingly.

A summary of discontinued operations is as follows (in thousands):

	Three months Ended December 31, 2012	2011
Revenue	$ -	15
Operating expenses	-	16
Gain on sale before taxes	-	-
Income before income taxes	$ -	(1)
Permanent tax benefit	-	-
Provision for income taxes	-	-
Loss from discontinued operations	$ -	(1)

(12) Real Estate Held for Sale.

In September 2012 the Company received a non-binding letter of intent to sell phase 1 of the Windlass Run Residential property located in southeastern Baltimore County, Maryland. The property is under contract and expected to close during fiscal 2013 for $7.9 million.

(13) Unusual or Infrequent Items Impacting Quarterly Results. Income from continuing operations for the first quarter of fiscal 2013 included a gain on the sale of the developed property rentals Commonwealth property of $1,116,000 before income taxes. The book value of the property was $723,000.

Income from continuing operations for the first quarter of fiscal 2012 included a gain on termination of sale contract in the amount of $1,039,000 before income taxes for the receipt of non-refundable deposits related to the termination of an agreement to sell the Company’s Windlass Run Residential property.

Accrued insurance liabilities decreased $1,281,000 during the quarter ending December 31, 2012 due to payments to our new insurer under a captive agreement along with payment in settlement of three unusually large prior year liability and health claims. Payments under the captive agreement are for the fiscal 2013 year-to-date loss fund as estimated in advance using actuarial methodology. The captive agreement provides that we will share in the underwriting results, good or bad, within a $250,000 per occurrence layer of loss through retrospective premium adjustments.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview – Patriot Transportation Holding, Inc. (the Company) is a holding company engaged in the transportation and real estate businesses.

The Company’s transportation business, Florida Rock & Tank Lines, Inc. is engaged in hauling primarily petroleum and other liquids and dry bulk commodities in tank trailers.

The Company’s real estate operations consist of two reportable segments. The Mining royalty land segment owns real estate including construction aggregate royalty sites and parcels held for investment. The Developed property rentals segment acquires, constructs, leases, operates and manages office/warehouse buildings primarily in the Baltimore/Northern Virginia/Washington area, and holds real estate for future development or related to its developments. Substantially all of the real estate operations are conducted within the Southeastern and Mid-Atlantic United States.

The Company’s operations are influenced by a number of external and internal factors. External factors include levels of economic and industrial activity in the United States and the Southeast, driver availability and cost, regulations regarding driver qualifications and hours of service, petroleum product usage in the Southeast which is driven in part by tourism and commercial aviation, fuel costs, construction activity, aggregates sales by lessees from the Company’s mining properties, interest rates, market conditions and attendant prices for casualty insurance, demand for commercial warehouse space in the Baltimore-Washington-Northern Virginia area, and ability to obtain zoning and entitlements necessary for property development. Internal factors include revenue mix, capacity utilization, auto and workers’ compensation accident frequencies and severity, other operating factors, administrative costs, group health claims experience, and construction costs of new projects. There is a reasonable possibility that the Company’s estimate of vehicle and workers’ compensation liability for the transportation group may be understated or overstated but the possible range can not be estimated. The liability at any point in time depends upon the relative ages and amounts of the individual open claims. Financial results of the Company for any individual quarter are not necessarily indicative of results to be expected for the year.

Comparative Results of Operations for the Three months ended December 31, 2012 and 2011

Consolidated Results – Net income for the first quarter of fiscal 2013 was $3,123,000 compared to $2,124,000 for the same period last year. Diluted earnings per common share for the first quarter of fiscal 2013 were $.33 compared to $.23 for the same quarter last year. Transportation segment results were higher due to incremental profits on increased revenue, higher gains on equipment sales and lower than expected health insurance claims partially offset by increased vehicle repairs costs, increased site maintenance, and increased sales, general and administrative expenses. The mining royalty land segment's results were higher due to new property royalties partially offset by increased corporate expense allocation. The Developed property rentals segment's results were higher due to higher occupancy and lower professional fees partially offset by higher health insurance claims allocation.

Transportation Results

(dollars in thousands)	Three months ended December 31 2012	%	2011	%
Transportation revenue	$ 21,991	83%	20,316	82%
Fuel surcharges	4,648	17%	4,525	18%
Revenues	26,639	100%	24,841	100%
Compensation and benefits	9,434	35%	8,782	35%
Fuel expenses	6,256	24%	5,880	24%
Insurance and losses	1,888	7%	1,995	8%
Depreciation expense	1,707	6%	1,575	6%
Other, net	3,005	11%	2,767	11%
Sales, general & administrative	2,307	9%	2,007	8%
Allocated corporate expenses	471	2%	395	2%
Gain on equipment sales	(226)	(1%)	(3)	0%
Cost of operations	24,842	93%	23,398	94%
Operating profit	$ 1,797	7%	1,443	6%

Transportation segment revenues were $26,639,000 in the first quarter of 2013, an increase of $1,798,000 over the same quarter last year. Revenue miles in the current quarter were up 3.4% compared to the first quarter of fiscal 2012 due to business growth. Revenue per mile increased 3.8% over the same quarter last year due to rate increases and higher fuel surcharges. Fuel surcharge revenue increased $123,000 due to higher fuel costs partially offset by changes to certain customer rates to incorporate fuel surcharges into base rates. The average price paid per gallon of diesel fuel increased by $.17 or 4.7% over the same quarter in fiscal 2012. There is a time lag between changes in fuel prices and surcharges and often fuel costs change more rapidly than the market indexes used to determine fuel surcharges. Excluding fuel surcharges, revenue per mile increased 4.6% over the same quarter last year.

The Transportation segment's cost of operations was $24,842,000 in the first quarter of 2013, an increase of $1,444,000 over the same quarter last year. The Transportation segment's cost of operations in the first quarter of 2013 as a percentage of revenue was 93% compared to 94% in the first quarter of 2012. Compensation and benefits increased $652,000 or 7.4% compared to the same quarter last year primarily due to a driver pay increase and the increase in miles driven. Fuel cost increased by $376,000 due to higher cost per gallon and the increase in miles driven. Insurance and losses decreased $107,000 compared to the same quarter last year primarily due to lower than expected health insurance claims. Depreciation expense increased $132,000 due to more trucks in service. Other expense increased $238,000 due to higher vehicle repair costs, increased site maintenance, increased tire prices and increased miles driven. Sales, general and administrative costs increased $300,000 or 14.9% compared to the same quarter last year due to severance costs, increased bonus compensation and professional fees. Allocated corporate expenses increased $76,000. Gains on equipment sales increased $223,000 due to increased sales of tractors and trailers and higher sales value on used equipment.

Mining Royalty Land Results

(dollars in thousands)	Three months ended December 31			
	2012	%	2011	%
Mining royalty land revenue	$ 1,331	100%	977	100%
Property operating expenses	112	8%	99	10%
Depreciation and depletion	25	2%	32	3%
Management Company indirect	(5)	0%	(2)	0%
Allocated corporate expense	176	13%	164	17%
Cost of operations	308	23%	293	30%
Operating profit	$ 1,023	77%	684	70%

Mining royalty land segment revenues for the first quarter of fiscal 2013 were $1,331,000, an increase of $354,000 or 36.2% over the same quarter last year due to new property royalties and higher tons mined.

The mining royalty land segment's cost of operations was $308,000 in the first quarter of 2013, an increase of $15,000 over the same quarter last year due primarily to the $12,000 increase in allocated corporate expenses.

Developed Property Rentals Results

(dollars in thousands)	Three months ended December 31			
	2012	%	2011	%
Developed property rentals revenue	$ 5,087	100%	4,541	100%
Property operating expenses	1,117	22%	1,216	27%
Depreciation and amortization	1,430	28%	1,341	30%
Management Company indirect	425	9%	360	8%
Allocated corporate expense	264	5%	245	5%
Cost of operations	3,236	64%	3,162	70%
Operating profit	$ 1,851	36%	1,379	30%

Developed property rentals segment revenues for the first quarter of fiscal 2013 were $5,087,000, an increase of $546,000 or 12.0% due to higher occupancy. Occupancy at December 31, 2012 was 86.2% as compared to 82.8% at December 31, 2011.

Developed property rentals segment's cost of operations was $3,236,000 in the first quarter of 2013, an increase of $74,000 or 2.3% over the same quarter last year. Property operating expenses decreased $99,000 due to lower professional fees. Depreciation and amortization increased $89,000 primarily due to tenant improvements. Management Company indirect expenses (excluding internal allocations for lease related property management and construction fees) increased $65,000 due to higher health insurance claims. Allocated corporate expenses increased $19,000.

Consolidated Results

Operating Profit - Consolidated operating profit was $4,408,000 in the first quarter of fiscal 2013, an increase of $1,194,000 or 37.1% compared to $3,214,000 in the same period last year. Operating profit in the transportation segment increased $354,000 or 24.5% due to incremental profits on increased revenue, higher gains on equipment sales and lower than expected health insurance claims partially offset by increased vehicle repairs costs, increased site maintenance, and increased sales, general and administrative expenses. Operating profit in the mining royalty land segment increased $339,000 or 49.6% due to new property royalties partially offset by increased corporate expense allocation. Operating profit in the Developed property rentals segment increased $472,000 or 34.2% due to higher occupancy and lower professional fees partially offset by higher health insurance claims allocation. Consolidated operating profit includes corporate expenses not allocated to any segment in the amount of $263,000 in the first quarter of fiscal 2013, a decrease of $29,000 compared to the same period last year.

Gain on termination of sale contract – First quarter fiscal 2012 includes a gain of $1,039,000 on the receipt of non-refundable deposits related to the termination of an agreement to sell the Company's Windlass Run Residential property.

Gain on investment land sold – Gain on investment land sold for the first quarter of fiscal 2013 included a gain on the sale of the developed property rentals Commonwealth property of $1,116,000 before income taxes. The book value of the property was $723,000.

Interest income and other (expense) income, net – Interest income and other (expense) income, net increased $23,000 over the same quarter last year primarily due to funds received in consideration for the conveyance of easement property.

Interest expense – Interest expense decreased $376,000 over the same quarter last year due to higher capitalized interest and declining mortgage principal balance. The amount of interest capitalized on real estate projects under development was $297,000 higher than the same quarter in fiscal 2012 primarily due to resumed development of Patriot Business Park in April 2012.

Income taxes – Income tax expense increased $671,000 over the same quarter last year due to higher earnings from continuing operations compared to the same quarter last year.

Income from continuing operations – Income from continuing operations was $3,123,000 or $.33 per diluted share in the first quarter of fiscal 2013, an increase of 47.0% compared to $2,125,000 or $.23 per diluted share for the same period last year. The $998,000 increase was primarily due to the $1,669,000 increase in operating profits offset by higher income taxes.

Discontinued operations – The after tax loss from discontinued operations for the first quarter of fiscal 2012 was $1,000. Diluted earnings per share on discontinued operations for the first quarter of fiscal 2013 and fiscal 2012 was $.00.

Net income - Net income for the first quarter of fiscal 2013 was $3,123,000 compared to $2,124,000 for the same period last year. Diluted earnings per common share for the first quarter of fiscal 2013 were $.33 compared to $.23 for the same quarter last year. Transportation segment results were higher due to incremental profits on increased revenue, higher gains on equipment sales and lower than expected health insurance claims partially offset by increased vehicle repairs costs, increased site maintenance, and increased sales, general and administrative expenses. The mining royalty land segment's results were higher due to new property royalties partially offset by increased corporate expense allocation. The Developed property rentals segment's results were higher due to higher occupancy and lower professional fees partially offset by higher health insurance claims allocation.

Liquidity and Capital Resources. For the first three months of fiscal 2013, the Company used cash provided by operating activities of continuing operations of $3,848,000, proceeds from the sale of plant, property and equipment of $2,202,000, proceeds from the exercise of employee stock options of $407,000, excess tax benefits from the exercise of stock options of $763,000, and cash balances to purchase $6,787,000 in transportation equipment, to expend $4,164,000 in real estate development, to invest $32,000 in the Brooksville Joint Venture, to make $1,277,000 scheduled payments on long-term debt and to repurchase Company stock for $233,000. Cash decreased $5,273,000.

Cash flows from operating activities for the first three months of fiscal 2013 were $1,522,000 lower than the same period last year primarily due to a decrease in accrued insurance liabilities. Accrued insurance liabilities decreased due to payments to our new insurer under a captive agreement along with payment in settlement of three unusually large prior year liability and health claims. Payments under the captive agreement are for the fiscal 2013 year-to-date loss fund as estimated in advance using actuarial methodology. The captive agreement provides that we will share in the underwriting results, good or bad, within a $250,000 per occurrence layer of loss through retrospective premium adjustments.

Cash flows used in investing activities for the first three months of fiscal 2013 were $2,402,000 higher reflecting the increased purchase of transportation equipment for growth and replacement and real estate development partially offset by a pretax gain of $1,116,000 on the sale of the Commonwealth property.

Cash flows used in financing activities for the first three months of fiscal 2013 were $627,000 lower than the same period last year due to higher stock option exercises.

On December 21, 2012, the Company entered into a modified credit agreement with Wells Fargo Bank, N.A. (the "Credit Agreement"). The Credit Agreement modifies the Company's prior Amended and Restated Revolving Credit Agreement with Wachovia Bank, National Association ("Wachovia"), Bank of America, N.A., SunTrust Bank, and Compass Bank dated as of November 10, 2004. The Credit Agreement is for a 5 year term with a maximum facility amount of $55 million. The Credit Agreement provides a revolving credit facility (the "Revolver") with a maximum facility amount of $40 million, with a $20 million sublimit for standby letters of credit, and a term loan facility of $15 million. The Credit Agreement contains certain conditions, affirmative financial covenants and negative covenants including limitations on paying cash dividends. Letters of credit in the amount of $9,009,000 were issued under the Revolver. As of December 31, 2012, $45,991,000 was available for borrowing and $58,719,000 of consolidated retained earnings would be available for payment of dividends. The Company was in compliance with all covenants as of December 31, 2012.

The Company had $9,009,000 of irrevocable letters of credit outstanding as of December 31, 2012. Most of the letters of credit are irrevocable for a period of one year and are automatically extended for additional one-year periods until notice of non-renewal is received from the issuing bank not less than thirty days before the expiration date. These were issued for insurance retentions and to guarantee certain obligations to state agencies related to real estate development. The Company issued replacement letters of credit through the Revolver to reduce fees.

The Board of Directors has authorized Management to repurchase shares of the Company's common stock from time to time as opportunities arise. During the first three months of fiscal 2013 the Company repurchased 8,700 shares for $233,000. As of December 31, 2012, $3,682,000 was authorized for future repurchases of common stock. The

Company does not currently pay any cash dividends on common stock.

The Company has committed to make additional capital contributions of up to $130,000 to Brooksville Quarry, LLC in connection with a joint venture with Vulcan Materials Company.

While the Company is affected by environmental regulations, such regulations are not expected to have a major effect on the Company's capital expenditures or operating results.

Summary and Outlook. Transportation segment miles for this year were 3.4% higher than last year. The Company continues to succeed in adding drivers and customers and anticipates increasing segment miles during fiscal 2013.

Developed property rentals occupancy has increased from 82.8% to 86.2% over December 31, 2011 as the market for new tenants has improved and traffic for vacant space has increased. Occupancy at December 31, 2012 and 2011 included 25,660 square feet or .9% and 104,226 square feet or 3.4% respectively for temporary storage under a less than full market lease rate. The Company resumed development of Patriot Business Park effective April 1, 2012 due to two recent developments. On February 15, 2012, the Company signed an agreement to sell 15.18 acres of land at the site for a purchase price of $4,774,577 which would result in a profit on the sale if completed. The Company also entered into a build to suit lease signed April 2, 2012, for a 117,600 square foot building which is substantially completed and occupancy is anticipated during the quarter ending March 31, 2013.

Windlass Run Residential (previously Bird River), located in southeastern Baltimore County, Maryland, is a 121 acre tract of land adjacent to our Windlass Run Business Park. In September 2012, the Company received a non-binding letter of intent to sell the property for $18.8 million in two phases. The letter of intent to sell the property has been converted into 2 executed contracts with a due diligence period expiring on February 21, 2013. The contracts contemplate the sale of the phase 1 of the property in the quarter ending June 30, 2013 for $7.9 million and the balance for $10.9 million approximately 18 months later.

On March 30, 2012 the Company entered into a Contribution Agreement with MRP SE Waterfront Residential, LLC. ("MRP") to form a joint venture to develop the first phase only of the four phase master development known as RiverFront on the Anacostia in Washington, D.C. The purpose of the Joint Venture is to develop, own, lease and ultimately sell an approximately 300,000 square foot residential apartment building (including approximately 18,000 square feet of retail) on a portion of the roughly 5.82 acre site. The Contribution Agreement provides that the formation of the Joint Venture will be subject to customary conditions precedent, including approval of a planned unit development, zoning modification and extension of the existing PUD to provide for approximately 300,000 square feet of residential development (including approximately 18,000 square feet of retail) on the Property in lieu of 250,000 square feet of commercial office space (including some retail) as currently approved for phase 1 of the master development. If these conditions are satisfied, the parties will enter into a formal joint venture agreement wherein the Company will contribute the land comprising phase I to the joint venture in return for approximately a fifty percent (50%) interest in the venture. MRP will contribute capital of $4,500,000 to the joint venture. MRP will raise any additional equity capital (currently estimated to be $11,000,000, subject to revision based on various factors) and obtain a nonrecourse loan for the balance of the estimated construction and lease up costs. At this point the Company anticipates commencement of construction of Phase I in early 2014 with lease up scheduled between late 2015 and all of 2016. On January 14, 2013, the Company received "Final Action" on the modification and extension to the previously approved planned unit development from the District of Columbia Zoning Commission. The appeal period on this action will expire in early March 2013.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

The Company is exposed to market risk from changes in interest rates. For its cash and cash equivalents, a change in interest rates affects the amount of interest income that can be earned. For its debt instruments with variable interest rates, changes in interest rates affect the amount of interest expense incurred. The Company prepared a sensitivity analysis of its cash and cash equivalents to determine the impact of hypothetical changes in interest rates on the Company's results of operations and cash flows. The interest-rate analysis assumed a 50 basis point adverse change in interest rates on all cash and cash equivalents. However, the interest-rate analysis did not consider the effects of the reduced level of economic activity that could exist in such an environment. Based on this analysis, management has concluded that a 50 basis point adverse move in interest rates on the Company's cash and cash equivalents would have an immaterial impact on the Company's results of operations and cash flows.

ITEM 4. CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's reports under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including the Company's Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), and Chief Accounting Officer ("CAO"), as appropriate, to allow timely decisions regarding required disclosure.

The Company also maintains a system of internal accounting controls over financial reporting that are designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of published financial statements.

All control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving the desired control objectives.

As of December 31, 2012, the Company, under the supervision and with the participation of the Company's management, including the CEO, CFO and CAO, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on this evaluation, the Company’s CEO, CFO and CAO concluded that the Company's disclosure controls and procedures are effective in alerting them in a timely manner to material information required to be included in periodic SEC filings.

There have been no changes in the Company’s internal controls over financial reporting during the first three months that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended September 30, 2012, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 2. PURCHASES OF EQUITY SECURITIES BY THE ISSUER

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1)
October 1 through October 31	0	$ -	0	$ 3,915,000
November 1 through November 30	0	$ -	0	$ 3,915,000
December 1 through December 31	8,700	$ 26.76	0	$ 3,682,000
Total	8,700	$ 26.76	0	

(1) In December 2003, the Board of Directors authorized management to expend up to $6,000,000 to repurchase shares of the Company's common stock from time to time as opportunities arise. On February 19, 2008, the Board of Directors authorized management to expend up to an additional $5,000,000 to repurchase shares of the Company's common stock from time to time as opportunities arise.

Item 6. EXHIBITS

(a) Exhibits. The response to this item is submitted as a separate Section entitled "Exhibit Index", on page 32.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

February 6, 2013 PATRIOT TRANSPORTATION HOLDING, INC.

Thompson S. Baker II
Thompson S. Baker II
President and Chief Executive Officer

John D. Milton, Jr.
John D. Milton, Jr.
Executive Vice President, Treasurer, Secretary and Chief Financial Officer

John D. Klopfenstein
John D. Klopfenstein
Controller and Chief Accounting Officer

PATRIOT TRANSPORTATION HOLDING, INC.
FORM 10-Q FOR THE QUARTER ENDED DECEMBER 31, 2012
EXHIBIT INDEX

(10)(h)	Amended and Restated Credit Agreement dated December 21, 2012 between Patriot Transportation Holding, Inc. as Borrower and Wells Fargo Bank, N.A. as lender. Filed herein.
(10)(r)	Joint Venture Agreement between Florida Rock Properties, Inc. and MRP SE Waterfront Residential, Inc., incorporated by reference to an exhibit filed with Form 10-Q for the quarter ended March 31, 2012. File No. 000-17554.
(14)	Financial Code of Ethical Conduct between the Company, Chief Executive Officers and Financial Managers, as revised on January 28, 2004, which is available on the Company's website at www.patriottrans.com.
(31)(a)	Certification of Thompson S. Baker II.
(31)(b)	Certification of John D. Milton, Jr.
(31)(c)	Certification of John D. Klopfenstein.
(32)	Certification of Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer under Section 906 of the Sarbanes-Oxley Act of 2002.

CERTIFICATIONS Exhibit 31(a)

I, Thompson S. Baker II, certify that:

1. I have reviewed this report on Form 10-Q of Patriot Transportation Holding, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) designed such disclosure controls and procedures, or caused such disclosure controls to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosures controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) disclosed in this report any changes in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial report; and
5. The registrant’s other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s board of directors (or persons performing the equivalent functions):
   a) all significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: February 6, 2013

/s/Thompson S. Baker II
President and Chief Executive Officer

CERTIFICATIONS Exhibit 31(b)

I, John D. Milton, Jr., certify that:

1. I have reviewed this report on Form 10-Q of Patriot Transportation Holding, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) designed such disclosure controls and procedures, or caused such disclosure controls to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosures controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) disclosed in this report any changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial report; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
   a) all significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 6, 2013

/s/John D. Milton, Jr.
Executive Vice President, Treasurer,
Secretary and Chief Financial Officer

I, John D. Klopfenstein, certify that:

1. I have reviewed this report on Form 10-Q of Patriot Transportation Holding, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) designed such disclosure controls and procedures, or caused such disclosure controls to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosures controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) disclosed in this report any changes in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial report; and
5. The registrant’s other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s board of directors (or persons performing the equivalent functions):
   a) all significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: February 6, 2013

/s/John D. Klopfenstein
Controller and Chief Accounting Officer

Exhibit 32

CERTIFICATION UNDER SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned certifies that this periodic report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of Patriot Transportation Holding, Inc.

February 6, 2013 PATRIOT TRANSPORTATION HOLDING, INC.

THOMPSON S. BAKER II
Thompson S. Baker II
President and Chief Executive Officer

JOHN D. MILTON, JR._
John D. Milton, Jr.
Executive Vice President, Treasurer, Secretary and Chief Financial Officer

JOHN D. KLOPFENSTEIN
John D. Klopfenstein
Controller and Chief Accounting Officer

A signed original of this written statement required by Section 906 has been provided to Patriot Transportation Holding, Inc. and will be retained by Patriot Transportation Holding, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification accompanies the issuer’s Quarterly report on Form 10-Q and is not filed as provided in SEC Release Nos. 33-8212, 34-4751 and IC-25967, dated June 30, 2003.