

LCNB CORP
Form 4
July 26, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
McKay Leroy F

(Last) (First) (Middle)
257 MECHANIC STREET
(Street)

LEBANON, OH 45036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LCNB CORP [LCNB]

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Exec. Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) Price		
LCNB Corp.Common Stock	07/22/2016		M		2,694 A \$ 9 17,043	D	
LCNB Corp.Common Stock	07/22/2016		M		2,087 A \$ 11.5 17,043	D	
LCNB Corp.Common Stock	07/22/2016		M		2,501 A \$ 11.85 17,043	D	
LCNB Corp.Common	07/22/2016		M		1,613 A \$ 12.6 17,043	D	

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Stock

LCNB
Corp.Common 07/22/2016 S 2,694 D \$ 17.16 10,262 D
Stock

LCNB
Corp.Common 07/22/2016 S 2,087 D \$ 17.16 10,262 D
Stock

LCNB
Corp.Common 07/22/2016 S 2,000 D \$ 17.16 10,262 D
Stock

LCNB
Corp.Common 07/25/2016 S 501 D \$ 16.94 9,761 D
Stock

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.

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(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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 9	07/22/2016		M	2,694	01/26/2010 01/26/2019	Common Stock	2,694	
Employee Stock Option (right to buy)	\$ 11.5	07/22/2016		M	2,087	02/22/2011 02/22/2020	Common Stock	2,087	
Employee Stock	\$ 11.85	07/22/2016		M	2,501	02/02/2012 02/02/2021	Common Stock	2,501	

Option
(right to
buy)

Employee
Stock

Option (right to buy)	\$ 12.6	07/22/2016		M	1,613	02/12/2013	02/12/2022	Common Stock	1,613
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McKay Leroy F 257 MECHANIC STREET LEBANON, OH 45036			Exec. Vice President	

Signatures

Leroy F. McKay by Robert C. Haines II, POA	07/26/2016
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__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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