

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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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.

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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 |
|-----------------------------|---------|------------|--|---|-------|------------|------------|-----------------|-------|

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 |
|---|------------|

__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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