

HORIZON BANCORP /IN/  
Form 4/A  
May 12, 2014

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**EDWARDS THOMAS H**

(Last) (First) (Middle)

515 FRANKLIN SQ

(Street)

MICHIGAN CITY, IN 46360

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

HORIZON BANCORP /IN/ [HBNC]

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

05/08/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
05/12/2014

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 53,088                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      | Code V Amount (D) Price                                                    | 21,546 <sup>(1)</sup>                                                                                              | I                                                                    | ESOP                                                              |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 2,250                                                                                                              | I                                                                    | By Spouse                                                         |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

number.

**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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Option (Right to Buy)       | \$ 20.24                                               | 05/08/2014 <sup>(4)</sup>            |                                                    | A                              | 5,781                                                                                   | <sup>(2)</sup> 06/18/2023                                | Common Stock                                                  | 5,781                         |
| Employee Stock Option (Right to Buy)       | \$ 22.2                                                | 05/08/2014 <sup>(5)</sup>            |                                                    | A                              | 5,096                                                                                   | <sup>(3)</sup> 03/18/2024                                | Common Stock                                                  | 5,096                         |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                    |
|----------------------------------------------------------------|----------------------------------|
|                                                                | Director 10% Owner Officer Other |
| EDWARDS THOMAS H<br>515 FRANKLIN SQ<br>MICHIGAN CITY, IN 46360 | Executive Vice President         |

## Signatures

/s/ Thomas H  
Edwards 05/12/2014

\_\_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) Includes shares received in the ESOP and Thrift Plans
- (2) The options vest in three equal annual installments beginning on the anniversary date of June 18, 2013

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- (3) The options vest in three equal annual installments beginning on the anniversary date of March 18, 2014

The option grant was approved by the Compensation Committee of Horizon Bancorp on June 18, 2013, pursuant to the 2013 Omnibus

- (4) Equity Incentive Plan (the "Plan"), subject to shareholder approval of the Plan. The Horizon Bancorp shareholders approved the Plan on May 8, 2014.

The option grant was approved by the Compensation Committee of Horizon Bancorp on March 18, 2014, pursuant to the 2013 Omnibus

- (5) Equity Incentive Plan (the "Plan"), subject to shareholder approval of the Plan. The Horizon Bancorp shareholders approved the Plan on May 8, 2014.

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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