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HORIZON BANCORP /IN/  
Form 13F-HR  
November 15, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 13F  
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 09/30/2011

Check here if Amendment  Amendment Number:

This Amendment  is a restatement

Institutional Investment Manager Filing this Report:

Name: HORIZON BANCORP  
Address: 515 FRANKLIN ST  
MICHIGAN CITY, IN 46360

13F File Number: 28-6479

The institutional investment Manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Mark E. Secor  
Title: Chief Financial Officer  
Phone: 219-873-2611

Signature, Place, and Date of Signing:

/s/ Mark E. Secor, Chief Financial Officer, Michigan City, IN

1 10/28/2011

Report Type (Check only one)

13F HOLDINGS REPORT  
 13F COMBINATION REPORT

=====

FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE    |       | VALUE  | SHS    |     |      |         |          |  |
|----------------|----------|-------|--------|--------|-----|------|---------|----------|--|
| SECURITY NAME  | OF CLASS | CUSIP | X      | PRN    | SH  | PUT  | INVTMT  | OTHER    |  |
|                |          |       | \$1000 | AMOUNT | PRN | CALL | DISCRTN | MANAGERS |  |

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|                           |               |           |      |          |  |                             |
|---------------------------|---------------|-----------|------|----------|--|-----------------------------|
| AFLAC INC                 | COMMON STOCK  | 001055102 | 196  | 5611 SH  | SOLE                                     |                             |
|                           |               |           |      | 131      | 3761 SH                                  | SOLE                        |
|                           |               |           |      | 12       | 343 SH                                   | DEFINED<br>DEFINED<br>OTHER |
| AT&T INC                  | COMMON STOCK  | 00206R102 | 328  | 11509 SH | DEFINED                                  |                             |
|                           |               |           |      | 9        | 300 SH                                   | OTHER                       |
|                           |               |           |      | 34       | 1176 SH                                  | DEF/OTH                     |
| AMERICAN EXPRESS<br>CO    | COMMON STOCK  | 025816109 | 208  | 4638 SH  | DEFINED                                  |                             |
| ADR BP AMOCO PLC          | FOREIGN STOCK | 055622104 | 288  | 7986 SH  | DEFINED                                  |                             |
|                           |               |           | 191  | 5292 SH  | OTHER                                    |                             |
| BERKSHIRE<br>HATHAWAY INC | COMMON STOCK  | 084670108 | 214  | 2 SH     | DEFINED                                  |                             |
|                           |               |           | 107  | 1 SH     | DEF/OTH                                  |                             |
| BERKSHIRE<br>HATHAWAY INC | COMMON STOCK  | 084670702 | 7    | 100 SH   | SOLE                                     |                             |
|                           |               |           | 354  | 4990 SH  | DEFINED                                  |                             |
|                           |               |           | 110  | 1550 SH  | DEFINED<br>DEFINED<br>DEF/OTH<br>DEF/OTH |                             |
| CSX CORP                  | COMMON STOCK  | 126408103 | 274  | 14659 SH | SOLE                                     |                             |
|                           |               |           | 150  | 8026 SH  | SOLE                                     |                             |
|                           |               |           | 9    | 495 SH   | DEFINED<br>DEFINED<br>OTHER              |                             |
| COLUMN TOTALS             |               |           | 2622 |          |  |                             |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER<br>SECURITY NAME | TITLE<br>OF CLASS | CUSIP     | VALUE<br>X<br>\$1000 | SHS<br>PRN<br>AMOUNT | SH<br>PRN | PUT<br>CALL | INVTMT<br>DISCRTN | OTHER<br>MANAGERS |
|---------------------------------|-------------------|-----------|----------------------|----------------------|-----------|-------------|-------------------|-------------------|
| CSX CORP                        | COMMON STOCK      | 126408103 | 9                    | 495 SH               |           |             | OTHER             |                   |
| CVS CAREMARK CORP               | COMMON STOCK      | 126650100 | 140                  | 4174 SH              |           |             | SOLE              |                   |
|                                 |                   |           | 92                   | 2746 SH              |           |             | SOLE              |                   |
|                                 |                   |           | 13                   | 385 SH               |           |             | DEFINED           |                   |
|                                 |                   |           | 15                   | 435 SH               |           |             | DEFINED           |                   |
|                                 |                   |           |                      |                      |           |             | OTHER             |                   |
|                                 |                   |           |                      |                      |           |             | OTHER             |                   |
|                                 |                   |           |                      |                      |           |             | DEF/OTH           |                   |
| CATERPILLAR INC                 | COMMON STOCK      | 149123101 | 137                  | 1857 SH              |           |             | SOLE              |                   |
|                                 |                   |           | 80                   | 1090 SH              |           |             | SOLE              |                   |
|                                 |                   |           | 13                   | 176 SH               |           |             | DEFINED           |                   |
|                                 |                   |           |                      |                      |           |             | DEFINED           |                   |
|                                 |                   |           |                      |                      |           |             | OTHER             |                   |
|                                 |                   |           |                      |                      |           |             | OTHER             |                   |

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|                   |              |           |      |         |         |
|-------------------|--------------|-----------|------|---------|---------|
| CHEVRON CORP      | COMMON STOCK | 166764100 | 274  | 2959 SH | SOLE    |
|                   |              |           | 424  | 4575 SH | SOLE    |
|                   |              |           | 46   | 498 SH  | DEFINED |
|                   |              |           | 15   | 164 SH  | DEFINED |
|                   |              |           |      |         | OTHER   |
|                   |              |           |      |         | OTHER   |
|                   |              |           |      |         | DEF/OTH |
| CISCO SYSTEMS INC | COMMON STOCK | 17275R102 | 87   | 5586 SH | SOLE    |
|                   |              |           | 63   | 4095 SH | SOLE    |
|                   |              |           |      |         | DEFINED |
|                   |              |           |      |         | DEFINED |
| COLUMN TOTALS     |              |           | 1399 |         |         |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER<br>SECURITY NAME | TITLE<br>OF CLASS | CUSIP     | VALUE<br>X<br>\$1000 | SHS<br>PRN<br>AMOUNT | SH<br>PRN | PUT<br>CALL | INVTMT<br>DISCRTN | OTHER<br>MANAGERS |
|---------------------------------|-------------------|-----------|----------------------|----------------------|-----------|-------------|-------------------|-------------------|
| CISCO SYSTEMS INC               | COMMON STOCK      | 17275R102 | 63                   | 4095 SH              |           |             |                   |                   |
|                                 |                   |           | 6                    | 400 SH               |           |             | OTHER             |                   |
|                                 |                   |           |                      |                      |           |             | OTHER             |                   |
| COCA COLA CO                    | COMMON STOCK      | 191216100 | 142                  | 2106 SH              |           |             | SOLE              |                   |
|                                 |                   |           | 92                   | 1356 SH              |           |             | SOLE              |                   |
|                                 |                   |           | 59                   | 880 SH               |           |             | DEFINED           |                   |
|                                 |                   |           | 32                   | 473 SH               |           |             | DEFINED           |                   |
|                                 |                   |           |                      |                      |           |             | OTHER             |                   |
|                                 |                   |           |                      |                      |           |             | OTHER             |                   |
| CONAGRA FOODS                   | COMMON STOCK      | 205887102 | 142                  | 5868 SH              |           |             | SOLE              |                   |
|                                 |                   |           | 95                   | 3905 SH              |           |             | SOLE              |                   |
|                                 |                   |           | 8                    | 350 SH               |           |             | DEFINED           |                   |
|                                 |                   |           |                      |                      |           |             | DEFINED           |                   |
|                                 |                   |           |                      |                      |           |             | OTHER             |                   |
| DIRECTV GROUP INC               | COMMON STOCK      | 25490A101 | 180                  | 4254 SH              |           |             | SOLE              |                   |
|                                 |                   |           | 121                  | 2869 SH              |           |             | SOLE              |                   |
|                                 |                   |           | 10                   | 233 SH               |           |             | DEFINED           |                   |
|                                 |                   |           |                      |                      |           |             | DEFINED           |                   |
|                                 |                   |           |                      |                      |           |             | OTHER             |                   |
| DU PONT E I DE<br>NEMOURS & CO  | COMMON STOCK      | 263534109 | 106                  | 2641 SH              |           |             | SOLE              |                   |
|                                 |                   |           | 95                   | 2389 SH              |           |             | SOLE              |                   |
|                                 |                   |           | 26                   | 645 SH               |           |             | DEFINED           |                   |
|                                 |                   |           |                      |                      |           |             | DEFINED           |                   |
|                                 |                   |           |                      |                      |           |             | OTHER             |                   |
| COLUMN TOTALS                   |                   |           | 1114                 |                      |           |             |                   |                   |

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| NAME OF ISSUER<br>SECURITY NAME      | TITLE<br>OF CLASS | CUSIP     | VALUE<br>X<br>\$1000 | SHS<br>PRN<br>AMOUNT | SH<br>PRN | PUT<br>CALL | INVTMT<br>DISCRTN | OTHER<br>MANAGERS |
|--------------------------------------|-------------------|-----------|----------------------|----------------------|-----------|-------------|-------------------|-------------------|
| DU PONT E I DE                       | COMMON STOCK      | 263534109 | 26                   | 645                  | SH        |             | OTHER             |                   |
| NEMOURS & CO<br>EXPRESS 1            | COMMON STOCK      | 30217Q108 | 212                  | 27581                | SH        |             | DEFINED           |                   |
| EXPEDITED SOLUTI<br>EXXON MOBIL CORP | COMMON STOCK      | 30231G102 | 443                  | 6100                 | SH        |             | DEFINED           |                   |
|                                      |                   |           | 62                   | 853                  | SH        |             | OTHER             |                   |
|                                      |                   |           | 48                   | 664                  | SH        |             | DEF/OTH           |                   |
| GENERAL ELECTRIC<br>CO               | COMMON STOCK      | 369604103 | 87                   | 5717                 | SH        |             | SOLE              |                   |
|                                      |                   |           | 144                  | 9470                 | SH        |             | SOLE              |                   |
|                                      |                   |           | 26                   | 1714                 | SH        |             | DEFINED           |                   |
|                                      |                   |           | 28                   | 1843                 | SH        |             | DEFINED           |                   |
|                                      |                   |           |                      |                      |           |             | OTHER             |                   |
|                                      |                   |           |                      |                      |           |             | OTHER             |                   |
| HORIZON BANCORP<br>IND               | COMMON STOCK      | 440407104 | 27                   | 1000                 | SH        |             | SOLE              |                   |
|                                      |                   |           | 16028                | 604821               | SH        |             | DEFINED           |                   |
|                                      |                   |           | 334                  | 12589                | SH        |             | DEFINED           |                   |
|                                      |                   |           | 3121                 | 117760               | SH        |             | OTHER             |                   |
|                                      |                   |           |                      |                      |           |             | DEF/OTH           |                   |
|                                      |                   |           |                      |                      |           |             | DEF/OTH           |                   |
| INTERNATIONAL<br>BUSINESS MACHINES   | COMMON STOCK      | 459200101 | 351                  | 2008                 | SH        |             | SOLE              |                   |
|                                      |                   |           | 402                  | 2298                 | SH        |             | SOLE              |                   |
|                                      |                   |           | 26                   | 149                  | SH        |             | DEFINED           |                   |
|                                      |                   |           |                      |                      |           |             | DEFINED           |                   |
|                                      |                   |           |                      |                      |           |             | OTHER             |                   |
|                                      |                   |           |                      |                      |           |             | OTHER             |                   |
| COLUMN TOTALS                        |                   |           | 21339                |                      |           |             |                   |                   |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER<br>SECURITY NAME | TITLE<br>OF CLASS          | CUSIP                  | VALUE<br>X<br>\$1000 | SHS<br>PRN<br>AMOUNT | SH<br>PRN | PUT<br>CALL | INVTMT<br>DISCRTN | OTHER<br>MANAGERS |
|---------------------------------|----------------------------|------------------------|----------------------|----------------------|-----------|-------------|-------------------|-------------------|
| INTERNATIONAL<br>ISHARES        | COMMON STOCK<br>ETF-EQUITY | 459200101<br>464287549 | 26                   | 149                  | SH        |             |                   |                   |
|                                 |                            |                        | 781                  | 14118                | SH        |             | SOLE              |                   |
|                                 |                            |                        | 511                  | 9241                 | SH        |             | SOLE              |                   |
|                                 |                            |                        | 48                   | 870                  | SH        |             | DEFINED           |                   |
|                                 |                            |                        |                      |                      |           |             | DEFINED           |                   |
|                                 |                            |                        |                      |                      |           |             | OTHER             |                   |
|                                 |                            |                        |                      |                      |           |             | OTHER             |                   |

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|                                     |              |           |      |      |      |      |                                      |
|-------------------------------------|--------------|-----------|------|------|------|------|--------------------------------------|
| JOHNSON & JOHNSON                   | COMMON STOCK | 478160104 | 255  | 3999 | SH   | SOLE |                                      |
|                                     |              |           |      | 224  | 3514 | SH   | SOLE                                 |
|                                     |              |           |      | 20   | 320  | SH   | DEFINED<br>DEFINED<br>OTHER<br>OTHER |
| JOHNSON CONTROLS<br>INC             | COMMON STOCK | 478366107 | 118  | 4491 | SH   | SOLE |                                      |
|                                     |              |           |      | 78   | 2975 | SH   | SOLE                                 |
|                                     |              |           |      | 6    | 223  | SH   | DEFINED<br>DEFINED<br>OTHER          |
| L-3 COMMUNICATION<br>HOLDINGS       | COMMON STOCK | 502424104 | 124  | 2003 | SH   | SOLE |                                      |
|                                     |              |           |      | 91   | 1464 | SH   | SOLE                                 |
|                                     |              |           |      | 24   | 382  | SH   | DEFINED<br>DEFINED<br>OTHER<br>OTHER |
| LABORATORY CORP<br>OF AMERICA HLDGS | COMMON STOCK | 50540R409 | 241  | 3050 | SH   | SOLE |                                      |
|                                     |              |           |      | 162  | 2046 | SH   | SOLE<br>DEFINED                      |
| COLUMN TOTALS                       |              |           | 2683 |      |      |      |                                      |

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| NAME OF ISSUER<br>SECURITY NAME     | TITLE<br>OF CLASS | CUSIP     | VALUE<br>X<br>\$1000 | SHS<br>PRN<br>AMOUNT | SH<br>PRN | PUT<br>CALL | INVTMT<br>DISCRTN | OTHER<br>MANAGERS                    |
|-------------------------------------|-------------------|-----------|----------------------|----------------------|-----------|-------------|-------------------|--------------------------------------|
| LABORATORY CORP<br>OF AMERICA HLDGS | COMMON STOCK      | 50540R409 | 162                  | 2046                 | SH        |             | DEFINED           |                                      |
|                                     |                   |           | 23                   | 288                  | SH        |             | OTHER<br>OTHER    |                                      |
| MARATHON OIL COR<br>PORATION        | COMMON STOCK      | 565849106 | 126                  | 5840                 | SH        |             | SOLE              |                                      |
|                                     |                   |           |                      | 88                   | 4071      | SH          |                   | SOLE                                 |
|                                     |                   |           |                      | 8                    | 387       | SH          |                   | DEFINED<br>DEFINED                   |
|                                     |                   |           |                      | 7                    | 331       | SH          |                   | OTHER<br>OTHER<br>DEF/OTH            |
| MICROSOFT CORP                      | COMMON STOCK      | 594918104 | 214                  | 8610                 | SH        |             | SOLE              |                                      |
|                                     |                   |           |                      | 144                  | 5800      | SH          |                   | SOLE                                 |
|                                     |                   |           |                      | 32                   | 1267      | SH          |                   | DEFINED<br>DEFINED                   |
|                                     |                   |           |                      | 19                   | 778       | SH          |                   | OTHER<br>OTHER<br>DEF/OTH<br>DEF/OTH |
| NATIONAL OIL WELL<br>VARCO          | COMMON STOCK      | 637071101 | 188                  | 3668                 | SH        |             | SOLE              |                                      |
|                                     |                   |           |                      | 124                  | 2420      | SH          |                   | SOLE<br>DEFINED                      |

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|               |              |           |      |         |                  |
|---------------|--------------|-----------|------|---------|------------------|
|               |              |           | 12   | 244 SH  | DEFINED<br>OTHER |
| OMNICOM GROUP | COMMON STOCK | 681919106 | 143  | 3886 SH | SOLE<br>SOLE     |
| COLUMN TOTALS |              |           | 1128 |         |                  |

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| NAME OF ISSUER<br>SECURITY NAME | TITLE<br>OF CLASS | CUSIP     | VALUE<br>X<br>\$1000 | SHS<br>PRN<br>AMOUNT | SH<br>PRN | PUT<br>CALL | INVSTMT<br>DISCRTN | OTHER<br>MANAGERS |
|---------------------------------|-------------------|-----------|----------------------|----------------------|-----------|-------------|--------------------|-------------------|
| OMNICOM GROUP                   | COMMON STOCK      | 681919106 | 113                  | 3071 SH              |           |             | DEFINED            |                   |
|                                 |                   |           | 7                    | 190 SH               |           |             | DEFINED            |                   |
|                                 |                   |           |                      |                      |           |             | OTHER              |                   |
| PAYCHEX INCORPORATED            | COMMON STOCK      | 704326107 | 135                  | 5114 SH              |           |             | SOLE               |                   |
|                                 |                   |           | 88                   | 3347 SH              |           |             | SOLE               |                   |
|                                 |                   |           | 7                    | 263 SH               |           |             | DEFINED            |                   |
|                                 |                   |           |                      |                      |           |             | DEFINED            |                   |
| PEPSICO INC                     | COMMON STOCK      | 713448108 | 111                  | 1788 SH              |           |             | SOLE               |                   |
|                                 |                   |           | 190                  | 3067 SH              |           |             | SOLE               |                   |
|                                 |                   |           | 23                   | 377 SH               |           |             | DEFINED            |                   |
|                                 |                   |           | 15                   | 236 SH               |           |             | DEFINED            |                   |
|                                 |                   |           |                      |                      |           |             | OTHER              |                   |
|                                 |                   |           |                      |                      |           |             | OTHER              |                   |
| PFIZER INC                      | COMMON STOCK      | 717081103 | 1178                 | 66613 SH             |           |             | DEFINED            |                   |
|                                 |                   |           | 2596                 | 146840 SH            |           |             | OTHER              |                   |
|                                 |                   |           | 14                   | 794 SH               |           |             | OTHER              |                   |
|                                 |                   |           |                      |                      |           |             | DEF/OTH            |                   |
| PHILIP MORRIS INTERNATIONAL INC | COMMON STOCK      | 718172109 | 163                  | 2613 SH              |           |             | SOLE               |                   |
|                                 |                   |           | 349                  | 5597 SH              |           |             | SOLE               |                   |
|                                 |                   |           | 31                   | 493 SH               |           |             | DEFINED            |                   |
|                                 |                   |           |                      |                      |           |             | DEFINED            |                   |
|                                 |                   |           |                      |                      |           |             | OTHER              |                   |
|                                 |                   |           |                      |                      |           |             | OTHER              |                   |
| COLUMN TOTALS                   |                   |           | 5020                 |                      |           |             |                    |                   |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER<br>SECURITY NAME | TITLE<br>OF CLASS | CUSIP | VALUE<br>X<br>\$1000 | SHS<br>PRN<br>AMOUNT | SH<br>PRN | PUT<br>CALL | INVSTMT<br>DISCRTN | OTHER<br>MANAGERS |
|---------------------------------|-------------------|-------|----------------------|----------------------|-----------|-------------|--------------------|-------------------|
|---------------------------------|-------------------|-------|----------------------|----------------------|-----------|-------------|--------------------|-------------------|

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|                         |                        |           |      |          |                                      |
|-------------------------|------------------------|-----------|------|----------|--------------------------------------|
| POWERSHARES ETF TRUST   | ETF-EQUITY             | 73935X500 | 54   | 9913 SH  | SOLE                                 |
|                         |                        |           | 36   | 6616 SH  | SOLE                                 |
|                         |                        |           | 3    | 564 SH   | DEFINED<br>DEFINED<br>OTHER          |
| SPDR                    | ETF-ALTERNATIVE ASSETS | 78463V107 | 286  | 1809 SH  | DEFINED                              |
|                         |                        |           | 67   | 426 SH   | DEFINED                              |
|                         |                        |           | 2    | 12 SH    | OTHER<br>DEF/OTH                     |
| SPDR                    | ETF-EQUITY             | 81369Y506 | 313  | 5355 SH  | SOLE                                 |
|                         |                        |           | 210  | 3585 SH  | SOLE                                 |
|                         |                        |           | 18   | 308 SH   | DEFINED<br>DEFINED<br>OTHER          |
| SPDR                    | ETF-EQUITY             | 81369Y886 | 398  | 11832 SH | SOLE                                 |
|                         |                        |           | 243  | 7232 SH  | SOLE                                 |
|                         |                        |           | 32   | 952 SH   | DEFINED<br>DEFINED<br>OTHER<br>OTHER |
| AMERITRADE HOLDING CORP | COMMON STOCK           | 87236Y108 | 152  | 10313 SH | SOLE                                 |
|                         |                        |           | 101  | 6853 SH  | SOLE                                 |
|                         |                        |           | 8    | 517 SH   | DEFINED<br>DEFINED<br>OTHER          |
| COLUMN TOTALS           |                        |           | 1923 |          |                                      |

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|---------------------------------|-------------------|-----------|----------------------|----------------------|-----------|-------------|--------------------------------------|--------------------|
| TJX COS INC NEW                 | COMMON STOCK      | 872540109 | 216                  | 3887 SH              |           |             | SOLE                                 |                    |
|                                 |                   |           | 147                  | 2643 SH              |           |             | SOLE                                 |                    |
|                                 |                   |           | 12                   | 217 SH               |           |             | DEFINED<br>DEFINED<br>OTHER          |                    |
| ADR TEVA PHARMACEUTICAL IND     | FOREIGN STOCK     | 881624209 | 196                  | 5257 SH              |           |             | SOLE                                 |                    |
|                                 |                   |           | 133                  | 3572 SH              |           |             | SOLE                                 |                    |
|                                 |                   |           | 16                   | 441 SH               |           |             | DEFINED<br>DEFINED<br>OTHER<br>OTHER |                    |
| VANGUARD                        | ETF-EQUITY        | 92204A108 | 254                  | 4556 SH              |           |             | SOLE                                 |                    |
|                                 |                   |           | 158                  | 2828 SH              |           |             | SOLE                                 | DEFINED<br>DEFINED |

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|               |            |           |      |          |                    |
|---------------|------------|-----------|------|----------|--------------------|
|               |            |           | 11   | 202 SH   | OTHER              |
| VANGUARD      | ETF-EQUITY | 92204A207 | 359  | 4707 SH  | SOLE<br>SOLE       |
|               |            |           | 220  | 2891 SH  | DEFINED<br>DEFINED |
|               |            |           | 22   | 295 SH   | OTHER              |
| VANGUARD      | ETF-EQUITY | 92204A405 | 323  | 12980 SH | SOLE<br>SOLE       |
|               |            |           | 293  | 11778 SH | DEFINED            |
| COLUMN TOTALS |            |           | 2360 |          |                    |

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| NAME OF ISSUER<br>SECURITY NAME | TITLE<br>OF CLASS | CUSIP     | VALUE<br>X<br>\$1000 | SHS<br>PRN<br>AMOUNT | SH<br>PRN | PUT<br>CALL | INVSTMT<br>DISCRTN | OTHER<br>MANAGERS |
|---------------------------------|-------------------|-----------|----------------------|----------------------|-----------|-------------|--------------------|-------------------|
| VANGUARD                        | ETF-EQUITY        | 92204A405 | 293                  | 11778 SH             |           |             | DEFINED            |                   |
|                                 |                   |           | 25                   | 987 SH               |           |             | OTHER<br>OTHER     |                   |
| VANGUARD                        | ETF-EQUITY        | 92204A504 | 454                  | 8000 SH              |           |             | SOLE<br>SOLE       |                   |
|                                 |                   |           | 279                  | 4923 SH              |           |             | DEFINED<br>DEFINED |                   |
|                                 |                   |           | 10                   | 182 SH               |           |             | OTHER              |                   |
| VANGUARD                        | ETF-EQUITY        | 92204A603 | 233                  | 4310 SH              |           |             | SOLE<br>SOLE       |                   |
|                                 |                   |           | 154                  | 2847 SH              |           |             | DEFINED<br>DEFINED |                   |
|                                 |                   |           | 13                   | 236 SH               |           |             | OTHER              |                   |
| VANGUARD                        | ETF-EQUITY        | 92204A801 | 201                  | 3110 SH              |           |             | SOLE<br>SOLE       |                   |
|                                 |                   |           | 144                  | 2241 SH              |           |             | DEFINED<br>DEFINED |                   |
|                                 |                   |           | 11                   | 172 SH               |           |             | OTHER              |                   |
| VANGUARD                        | ETF-EQUITY        | 92204A884 | 284                  | 4673 SH              |           |             | SOLE<br>SOLE       |                   |
|                                 |                   |           | 184                  | 3039 SH              |           |             | DEFINED<br>DEFINED |                   |
|                                 |                   |           | 15                   | 251 SH               |           |             | OTHER              |                   |
| WAL MART STORES                 | COMMON STOCK      | 931142103 | 119                  | 2288 SH              |           |             | SOLE               |                   |
| COLUMN TOTALS                   |                   |           | 2126                 |                      |           |             |                    |                   |

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| NAME OF ISSUER<br>SECURITY NAME | TITLE<br>OF CLASS | CUSIP     | VALUE<br>X<br>\$1000 | SHS<br>PRN<br>AMOUNT | SH<br>PRN | PUT<br>CALL | INVTMT<br>DISCRTN | OTHER<br>MANAGERS |
|---------------------------------|-------------------|-----------|----------------------|----------------------|-----------|-------------|-------------------|-------------------|
| WAL MART STORES<br>INC          | COMMON STOCK      | 931142103 | 119                  | 2288                 | SH        |             | SOLE              |                   |
|                                 |                   |           | 170                  | 3281                 | SH        |             | DEFINED           |                   |
|                                 |                   |           | 11                   | 216                  | SH        |             | DEFINED           |                   |
|                                 |                   |           | 27                   | 521                  | SH        |             | OTHER             |                   |
| WALGREEN CO                     | COMMON STOCK      | 931422109 | 538                  | 16369                | SH        |             | DEF/OTH           |                   |
|                                 |                   |           | 23                   | 700                  | SH        |             | DEF/OTH           |                   |
|                                 |                   |           | 12                   | 369                  | SH        |             | OTHER             |                   |
| WELLS FARGO & CO                | COMMON STOCK      | 949746101 | 254                  | 10514                | SH        |             | SOLE              |                   |
|                                 |                   |           | 347                  | 14405                | SH        |             | SOLE              |                   |
|                                 |                   |           | 27                   | 1114                 | SH        |             | DEFINED           |                   |
| XPO LOGISTICS INC               | COMMON STOCK      | 983793100 | 353                  | 46041                | SH        |             | DEFINED           |                   |
|                                 |                   |           |                      |                      |           |             |                   |                   |
|                                 |                   |           |                      |                      |           |             |                   |                   |
| ACCENTURE PLC                   | FOREIGN STOCK     | G1151C101 | 231                  | 4379                 | SH        |             | SOLE              |                   |
|                                 |                   |           | 142                  | 2697                 | SH        |             | SOLE              |                   |
|                                 |                   |           | 15                   | 292                  | SH        |             | DEFINED           |                   |
| COLUMN TOTALS                   |                   |           | 2150                 |                      |           |             | DEFINED           |                   |
|                                 |                   |           |                      |                      |           |             | OTHER             |                   |
|                                 |                   |           |                      |                      |           |             | OTHER             |                   |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER<br>SECURITY NAME  | TITLE<br>OF CLASS | CUSIP     | VALUE<br>X<br>\$1000 | SHS<br>PRN<br>AMOUNT | SH<br>PRN | PUT<br>CALL | INVTMT<br>DISCRTN | OTHER<br>MANAGERS |
|----------------------------------|-------------------|-----------|----------------------|----------------------|-----------|-------------|-------------------|-------------------|
| NOBLE CORPORATION<br>SWITZERLAND | COMMON STOCK      | H5833N103 | 140                  | 4767                 | SH        |             | SOLE              |                   |
|                                  |                   |           | 90                   | 3055                 | SH        |             | SOLE              |                   |
|                                  |                   |           | 8                    | 270                  | SH        |             | DEFINED           |                   |
| COLUMN TOTALS                    |                   |           | 238                  |                      |           |             | DEFINED           |                   |
|                                  |                   |           |                      |                      |           |             | OTHER             |                   |
| AGGREGATE TOTAL                  |                   |           | 44102                |                      |           |             |                   |                   |

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FORM 13F SUMMARY PAGE

Report Summary:

|   |           |
|---|-----------|
| Number of Other Included Managers:      | 0         |
| Form 13F Information Table Entry Total: | 160       |
| Form 13F Information Table Value Total: | \$ 44,102 |

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment Managers with respect to which this report is filed, other than the Manager filing this report.

NONE