

Independent Bank Group, Inc.
 Form 4
 November 28, 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 *
SMITH G STACY

2. Issuer Name and Ticker or Trading Symbol
**Independent Bank Group, Inc.
 [IBTX]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**300 CRESCENT COURT SUITE
 1111**

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2016

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

(Street)
DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/23/2016		S ⁽¹⁾		5,000	D	\$ 59.7
Common Stock							85,000
Common Stock							119,670
Common Stock							21,730
						I	BY SCW Capital LP ⁽²⁾
						D	
						I	By SCW Partners, LLC ⁽²⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SMITH G STACY
300 CRESCENT COURT SUITE 1111 X
DALLAS, TX 75201

Signatures

/s/Jan, Webb, as Attorney
in Fact 11/28/2016

**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).

SCW Capital, LP, a limited partnership in which the Reporting Person holds an indirect pecuniary interest, effected the sale of 5,000 shares of IBTX common stock reported hereby. Such sale is matchable to the purchase of 5,000 shares of IBTX stock made by SCW Capital, LP on June 27, 2016, at a price of \$38.151 per share. The Reporting Person has agreed to pay to IBTX, upon settlement of the sale, \$17,652.96, which represents the Reporting Person's pecuniary interest in the profit, net of transaction expenses, realized by SCW Capital, LP from such short-swing sale of such 5,000 shares of IBTX common stock.

The Reporting Person states that neither the filing of this statement nor anything herein shall be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Securities Exchange Act of 1934, or otherwise, the beneficial owner of any securities covered by this statement. The Reporting Person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of the Reporting Person in such securities.

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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