

DABAGIA ROBERT C
 Form 4
 February 07, 2006

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 *
DABAGIA ROBERT C

(Last) (First) (Middle)
 909 N ROESKE AVE
 (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)
02/06/2006

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/06/2006 | | M | | 6,400 | A | \$ 9.22 |
| Common Stock | 02/06/2006 | | M | | 10,800 | A | \$ 6.48 |
| Common Stock | 02/06/2006 | | M | | 10,800 | A | \$ 6.22 |
| Common Stock | 02/06/2006 | | S | | 28,000 | D | \$ 30 |
| Common Stock | | | | | | | 3,150 |
| | | | | | | I | By Spouse |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 9.22 | 02/06/2006 | | M | 6,400 | <u>(1)</u> 01/03/2010 | Common Stock 6,400 |
| Employee Stock Option (right to buy) | \$ 6.48 | 02/06/2006 | | M | 10,800 | <u>(2)</u> 06/20/2010 | Common Stock 10,800 |
| Employee Stock Option (right to buy) | \$ 6.22 | 02/06/2006 | | M | 10,800 | <u>(3)</u> 01/02/2011 | Common Stock 10,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DABAGIA ROBERT C 909 N ROESKE AVE MICHIGAN CITY, IN 46360 | | X | | |

Signatures

/s/James H. Foglesong, Attorney in Fact 02/07/2006

__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) The option was granted on 1/3/2000 and vested in 5 equal installments beginning of first anniversary on date of grant.
- (2) The option was granted on 6/20/2000 and vested in 5 equal installments beginning on first anniversary on date of grant.
- (3) The option was granted on 1/2/2001 and vested in 5 equal installments beginning of first anniversary on date of grant.

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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