

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

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
DWIGHT CRAIG M

(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
 Officer (give title below) Other (specify below)
Chief Executive Officer

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)
Common Stock				(A) or (D) Price	117,553	D	
Common Stock				(A) or (D) Price	72,247 ⁽¹⁾	I	ESOP

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

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SEC 1474 (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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 20.24	05/08/2014 ⁽⁴⁾		A	7,853	<u>(2)</u> 06/18/2023	Common Stock	7,853
Employee Stock Option (Right to Buy)	\$ 22.2	05/08/2014 ⁽⁵⁾		A	6,923	<u>(3)</u> 03/18/2024	Common Stock	6,923

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DWIGHT CRAIG M 515 FRANKLIN SQ MICHIGAN CITY, IN 46360	X		Chief Executive Officer	

Signatures

/s/ Craig M
Dwight

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

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

(4)

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The option grant was approved by the Compensation Committee of Horizon Bancorp on June 18, 2013, pursuant to the 2013 Omnibus Equity Incentive Plan (the "Plan"), subject to shareholder approval of the Plan. The Horizon Bancorp shareholders approved the Plan on May 8, 2014.

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