

JACKSON D J BENJAMIN

Form 4

June 19, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
JACKSON D J BENJAMIN

2. Issuer Name **and** Ticker or Trading
Symbol
LCNB CORP [LCNB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

126 W CONCORD DR

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2003

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

Sr. Exec. Vice President

(Street)

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

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

LEBANON, OH 45036

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 13.09	02/03/2003	A		2,380		02/03/2004 ⁽¹⁾	02/03/2013	LCNB Corp. Common Stock	2,380	
Employee Stock Option (right to buy)	\$ 17.66	01/26/2004	A		1,552		01/26/2005 ⁽²⁾	01/26/2014	LCNB Corp. Common Stock	1,552	
Employee Stock Option (right to buy)	\$ 18.95	01/30/2006	A		1,534		01/30/2007 ⁽³⁾	01/30/2016	LCNB Corp. Common Stock	1,534	
Employee Stock Option (right to buy)	\$ 17.88	02/05/2007	A		1,554		02/05/2008 ⁽⁴⁾	02/05/2017	LCNB Corp. Common Stock	1,554	
Employee Stock Option (right to buy)	\$ 12.55	02/19/2008	A		2,660		02/19/2009 ⁽⁵⁾	02/19/2018	LCNB Corp. Common Stock	2,660	
Employee Stock Option (right to buy)	\$ 9	01/26/2009	A		3,750		01/26/2010 ⁽⁶⁾	01/26/2019	LCNB Corp. Common Stock	3,750	
Employee Stock Option (right to buy)	\$ 11.5	02/22/2010	A		2,880		02/22/2011 ⁽⁷⁾	02/22/2020	LCNB Corp. Common Stock	2,880	
Employee Stock	\$ 11.85	02/02/2011	A		3,042		02/02/2012 ⁽⁸⁾	02/02/2021	LCNB Corp.	3,042	

Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JACKSON D J BENJAMIN 126 W CONCORD DR LEBANON, OH 45036	Sr. Exec. Vice President

Signatures

D. J. Benjamin Jackson by Robert C. Haines II,
POA

06/19/2012

__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 vests in five equal installments beginning on 2/3/2004
- (2) The Option vests in five equal installments beginning on 1/26/2005
- (3) The Option vests in five equal installments beginning on 1/30/2007
- (4) The Option vests in five equal installments beginning on 2/5/2008
- (5) The Option vests in five equal installments beginning on 2/19/2009
- (6) The Option vests in five equal installments beginning on 1/26/2010
- (7) The Option vests in five equal installments beginning on 2/22/2011
- (8) The Option vests in five equal installments beginning on 2/2/2012

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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