

LANDMARK BANCORP INC

Form 4

December 30, 2015

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 *
SCHEOPNER MICHAEL E

2. Issuer Name and Ticker or Trading Symbol
LANDMARK BANCORP INC
[LARK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3819 SW KINGS FOREST RD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2015

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

TOPEKA, KS 66610

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/28/2015		M		1,300	A	\$ 16.67 (1)
Common Stock	12/28/2015		S		1,300	D	\$ 25.6769
Common Stock	12/29/2015		M		1,400	A	\$ 16.67 (1)
Common Stock	12/29/2015		S		1,400	D	\$ 26.1938
Common Stock	12/30/2015		M		900	A	\$ 16.67 (1)

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Common Stock	12/30/2015	S	900	D	\$ 26.2581	52,983 ⁽¹⁾	D	
Common Stock						7,925 ⁽¹⁾	I	IRA

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Purchase Common Stock	\$ 16.67 ⁽¹⁾	12/28/2015		M	1,300	⁽²⁾ 04/19/2016	Common Stock	1,300	
Options to Purchase Common Stock	\$ 16.67 ⁽¹⁾	12/29/2015		M	1,400	⁽²⁾ 04/19/2016	Common Stock	1,400	
Options to Purchase Common Stock	\$ 16.67 ⁽¹⁾	12/30/2015		M	900	⁽²⁾ 04/19/2016	Common Stock	900	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

SCHEOPNER MICHAEL E
3819 SW KINGS FOREST RD X President/CEO
TOPEKA, KS 66610

Signatures

Mark A. Herpich as Attorney-in-Fact for Michael E. Scheopner 12/30/2015

__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) As adjusted for the Company's 5% stock dividends in December 2014 and December 2015.
- (2) The options vested in 4 equal installments on April 19, 2007, 2008, 2009, and 2010.

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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