First Internet Bancorp Form 3 February 21, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement First Internet Bancorp [INBK] WHITNEY RALPH R JR (Month/Day/Year) 02/21/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 9200 KEYSTONE CROSSING, (Check all applicable) SUITE 800 (Street) 6. Individual or Joint/Group 10% Owner _X__ Director Officer _Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Person INDIANAPOLIS, INÂ 46240 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 10,000 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

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currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title	Derivative	Security:	
			Security	Direct (D)	

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Deferred Stock Rights (1)	(2)	(2)	Common Stock	15,879	\$ <u>(2)</u>	D	Â

Reporting Owners

	Relationships				
Reporting Owner Name / Address WHITNEY RALPH R JR 9200 KEYSTONE CROSSING, SUITE 800	Director	10% Owner	Officer	Other	
WHITNEY RALPH R JR					
	ÂΧ	Â	Â	Â	
INDIANAPOLIS, IN 46240					

Signatures

a currently valid OMB number.

Kay E. Whitaker, Attorney-in-Fact for Ralph R. Whitney (power of attorney filed herewith)

02/21/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 5(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 Rights are equivalent to phantom stock units.

The Rights are to be settled in shares of common stock on a one-for-one basis upon certain events occruing after the director elects at the (2) beginning of a year to receive payment or earlier upon the holder's death. The rights are to be settled in cash as soon as administratively

practicable following a change in control. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays

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