

Independent Bank Group, Inc.
 Form 4
 November 14, 2016

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 *
 Brooks David R

2. Issuer Name and Ticker or Trading Symbol
 Independent Bank Group, Inc.
 [IBTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, CEO and President

1600 REDBUD BOULEVARD, SUITE 400
 (Street)

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

MCKINNEY, TX 75069

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 11/10/2016 | | S ⁽¹⁾ | D | 10,000 (1) | \$ 50.25 | 860,382 D |
| Common Stock | 11/10/2016 | | S ⁽¹⁾ | D | 10,000 (1) | \$ 50.5 | 850,382 D |
| Common Stock | 11/10/2016 | | S ⁽¹⁾ | D | 10,000 (1) | \$ 51.25 | 840,382 D |
| Common Stock | 11/10/2016 | | S ⁽¹⁾ | D | 10,000 (1) | \$ 51.5 | 830,382 D |
| Common Stock | 11/10/2016 | | S ⁽¹⁾ | D | 10,000 (1) | \$ 52 | 820,382 D |

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| | | | | | | | | |
|--------------|------------|-------------------------|------------------------------|---|---------|---------|---|-----------------------|
| Common Stock | 11/10/2016 | <u>S</u> ⁽¹⁾ | <u>10,000</u> ⁽¹⁾ | D | \$ 52.5 | 810,382 | D | |
| Common Stock | 11/11/2016 | <u>S</u> ⁽¹⁾ | <u>3,923</u> ⁽¹⁾ | D | \$ 53 | 806,459 | D | |
| Common Stock | | | | | | 40,000 | I | By Ryan Brooks Trust |
| Common Stock | | | | | | 40,000 | I | By Reece Brooks Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brooks David R 1600 REDBUD BOULEVARD SUITE 400 MCKINNEY, TX 75069 | X | | Chairman, CEO and President | |

Signatures

/s/ Jan Webb, as Attorney
in Fact

11/14/2016

__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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on or about September 1, 2016.

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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