

LCNB CORP  
Form 144  
July 24, 2013

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

OMB APPROVAL  
OMB  
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**FORM 144**

**NOTICE OF PROPOSED SALE OF SECURITIES**  
**PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

Estimated average  
burden  
hours per  
response 2.00  
SEC USE ONLY  
DOCUMENT  
SEQUENCE NO.

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

| 1(a) NAME OF ISSUER <i>(Please type or print)</i> | (b) IRS IDENT. NO | (c) S.E.C. FILE NO. | CUSIP NUMBER      | WORK LOCATION |
|---|-------------------|---------------------|-------------------|---------------|
| LCNB Corp.  | 31-1626393        | 0-26121             |                   |               |
| 1(d) ADDRESS OF ISSUER                            |                   |                     | (e) TELEPHONE NO. |               |
| STREET  |                   |                     | AREA              | NUMBER        |
| CITY  |                   |                     | CODE              | 932-1414      |
| STATE   |                   |                     | 513               |               |
| ZIP   |                   |                     |                   |               |
| 2 North Broadway                                  |                   |                     |                   |               |
| Lebanon   |                   |                     |                   |               |
| Ohio  |                   |                     |                   |               |
| 45036   |                   |                     |                   |               |

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2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD

(b) RELATIONSHIP TO ISSUER

(c) ADDRESS STREET CITY

Matthew P. Layer

Officer STATE

ZIP CODE

2 North Broadway

Lebanon

Ohio

45036

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

| 3(a)  | (b)  | SEC USE ONLY              | (c)  | (d)                    | (e)   | (f)                      | (g)                              |
|---|--|---------------------------|--|------------------------|---|--------------------------|----------------------------------|
| Title of the Class of Securities To Be Sold | Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | Broker-Dealer File Number | Number of Shares or Other Units To Be Sold | Aggregate Market Value | Number of Shares or Other Units Outstanding | Approximate Date of Sale | Name of Each Securities Exchange |
|   |  |                           | (See instr. 3(c))                          | (See instr. 3(d))      | (See instr. 3(e))                           | (See instr. 3(f))        | (See instr. 3(g))                |
|   |  |                           |  |                        |   | (MO. DAY YR.)            |                                  |
| Common Stock                                | LPL Financial<br>9785 Towne Centre Dr.<br>San Diego, CA<br>92121   |                           | 2,220                                      | \$51,259.80*           | 7,633,679<br>(as of July 11, 2013)          | **                       | NASDAQ<br>CM                     |

**INSTRUCTIONS:**

3. (a) Title of the class of securities to be sold

1. (a) Name of issuer

(b) Name and address of each broker through whom the securities are intended to be sold

(b) Issuer's I.R.S. Identification Number

(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)

(c) Issuer's S.E.C. file number, if any

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(d) Issuer's address, including zip code

(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to filing of this notice

(e) Issuer's telephone number, including area code

(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer

(f) Approximate date on which the securities are to be sold

2. (a) Name of person for whose account the securities are to be sold

(g) Name of each securities exchange, if any, on which the securities are intended to be sold

(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)

(c) Such person's address, including zip code

**Potential persons who are to 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.**

SEC 1147 (08-07)

**TABLE I - SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any of the purchase price or other consideration therefor:*

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired<br><i>(if gift, also give date donor acquired)</i> | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|--------------------|-------------------|-----------------------------------|--|-------------------------------|-----------------|-------------------|
| Common Stock       | **                | Exercise of Stock Options         | LCNB Corp.   | 2,220                         | **              | Cash              |

**INSTRUCTIONS:**

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
|----------------------------|--------------------------|--------------|---------------------------|----------------|

**REMARKS:**

\* Estimated based on the fair market value at market close on 7/12/2013 of \$23.09/share.

\*\* These control securities, registered on Form S-8, will be acquired upon the proposed exercise of stock options for 2,220 shares and sold on the same day and processed by the Issuer's stock option plan administrator.

**INSTRUCTIONS:**

**ATTENTION:**

See the definition of "person" in paragraph (a) of Rule 144. *The person for whose account the securities to which this information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information in regard to the current and prospective sales by all persons whose operations of the Issuer of the securities to be sold which sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.*

*The person for whose account the securities to which this information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information in regard to the current and prospective sales by all persons whose operations of the Issuer of the securities to be sold which sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

07/24/2013

/s/ Matthew P. Layer

DATE OF NOTICE

(SIGNATURE)

DATE OF PLAN ADOPTION  
OR GIVING OF INSTRUCTION,

*The notice shall be signed by the person for whose account the securities are to be sold. At least one*

IF RELYING ON RULE 10B5-1 *copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

SEC 1147 (02-08)