

WILSON STEPHEN P
 Form 4
 June 18, 2012

FORM 4

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

OMB APPROVAL

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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 *
WILSON STEPHEN P

(Last) (First) (Middle)
 248 SYCAMORE LANE, UNIT #113
 (Street)

SOUTH LEBANON, OH 45065

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	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	4,280					02/03/2004 ⁽¹⁾	02/03/2013	LCNB Corp. Common Stock	4,280
Employee Stock Option (right to buy)	\$ 17.66	01/26/2004	A	2,820					01/26/2005 ⁽²⁾	01/26/2014	LCNB Corp. Common Stock	2,820
Employee Stock Option (right to buy)	\$ 18.95	01/30/2006	A	2,650					01/30/2007 ⁽³⁾	01/30/2016	LCNB Corp. Common Stock	2,650
Employee Stock Option (right to buy)	\$ 17.88	02/05/2007	A	2,644					02/05/2008 ⁽⁴⁾	02/05/2017	LCNB Corp. Common Stock	2,644
Employee Stock Option (right to buy)	\$ 12.55	02/19/2008	A	4,475					02/19/2009 ⁽⁵⁾	02/19/2018	LCNB Corp. Common Stock	4,475
Employee Stock Option (right to buy)	\$ 9	01/26/2009	A	6,111					01/26/2010 ⁽⁶⁾	01/26/2019	LCNB Corp. Common Stock	6,111
Employee Stock Option (right to buy)	\$ 11.5	02/22/2010	A	4,729					02/22/2011 ⁽⁷⁾	02/22/2020	LCNB Corp. Common Stock	4,729
Employee Stock	\$ 11.85	02/02/2011	A	5,831					02/02/2012 ⁽⁸⁾	02/02/2021	LCNB Corp.	5,831

Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 12.6	02/13/2012		A	3,770	02/13/2013 ⁽⁹⁾	02/13/2022	LCNB Corp. Common Stock	3,770

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON STEPHEN P 248 SYCAMORE LANE UNIT #113 SOUTH LEBANON, OH 45065	X		Chairman/CEO	

Signatures

Stephen P. Wilson by Robert C. Haines II,
POA

06/18/2012

__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
- (9) The option vests in five equal installments beginning on 2/13/2013

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 a currently valid OMB number.