

MUTUALFIRST FINANCIAL INC
 Form 4
 August 01, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 VIATER CHARLES J

2. Issuer Name and Ticker or Trading Symbol
 MUTUALFIRST FINANCIAL INC
 [MFSF]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 4100 EDISON LAKES PKWY,
 SUITE 300
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/31/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 Senior Vice President

MISHAWAKA, IN 46545

(City) (State) (Zip)

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

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 (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	07/31/2014		S	3,000	D	\$ 19.23	129,892 D
Common Stock							16,033 I By 401(k)
Common Stock							24,976 I By ESOP

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

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SEC 1474
 (9-02)

displays a currently valid OMB control number.

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 or Value of Derivative Security (Instr. 3)
Stock Option	\$ 6.93					(1) 12/21/2021	Common Stock	20,000
Stock Option	\$ 7.05					(2) 12/21/2026	Common Stock	40,000
Stock Option	\$ 9.85					(3) 09/30/2015	Common Stock	85,470

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VIATER CHARLES J 4100 EDISON LAKES PKWY, SUITE 300 MISHAWAKA, IN 46545	X		Senior Vice President	

Signatures

/s/ Rosalie A.
Petro, POA

08/01/2014

**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) These stock options were awarded under the Issuer's 2008 Stock Option and Incentive Plan. All stock options are fully vested and exercisable.

(2) These stock options were awarded under the Issuer's 2000 Stock Option and Incentive Plan. All stock options are fully vested and exercisable.

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- (3) These stock options were immediately exercisable when received on 7/18/2008 for options to purchase shares of MFB Corp. common stock under the Agreement and Plan of Merger between the Issuer and MFB Corp.

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.