

MUTUALFIRST FINANCIAL INC
 Form 4
 August 27, 2014

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 *
 ROSEMA JAMES DAVID

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)
 MUTUALFIRST FINANCIAL,
 INC., 110 EAST CHARLES
 STREET

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/26/2014

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

(Street)
 MUNCIE, IN 47305-2400

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/26/2014		M	A	\$ 14.5	51,600	D
Common Stock	08/26/2014		S	D	\$ 20.19	50,900	D
Common Stock	08/26/2014		S	D	\$ 20.1	47,600	D
Common Stock	08/26/2014		S	D	\$ 20.6	47,500	D
						7,500	I

Common
Stock

Held by
Spouse

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

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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. Amount or Number of Shares
Stock Option (Right to Purchase)	\$ 14.5	08/26/2014		M	4,100	<u>(1)</u> 01/16/2016	Common Stock	4,100
Stock Option (Right to Purchase)	\$ 11.37					<u>(2)</u> 12/19/2027	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSEMA JAMES DAVID MUTUALFIRST FINANCIAL, INC. 110 EAST CHARLES STREET MUNCIE, IN 47305-2400	X			

Signatures

/s/ Rosalie A. Petro, POA 08/27/2014

**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 options vested in five equal annual installments beginning January 12, 2001, the date of grant.
- (2) These options were issued under the Issuer's 2008 Stock Option and Incentive Plan and were immediately exercisable.

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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