

MUTUALFIRST FINANCIAL INC
 Form 4
 July 05, 2017

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 *
HEETER DAVID WAYNE

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)

3. Date of Earliest Transaction (Month/Day/Year)
07/03/2017

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

MUTUALFIRST FINANCIAL, INC., 110 EAST CHARLES STREET

(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

MUNCIE, IN 47305-2400

(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)
			Code	V	Amount or Price		
Common Stock	07/03/2017		M		2,433 A \$ 25.66	45,863	D
Common Stock	07/03/2017		S ⁽⁴⁾		2,215 D \$ 35.0728	43,648	D
Common Stock	07/03/2017		S ⁽⁴⁾		105 D \$ 35	43,543	D
Common Stock	07/03/2017		S ⁽⁴⁾		113 D \$ 35.25	43,430	D
						13,923 ⁽¹⁾	I ESOP

Common
Stock

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.

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 (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 (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)	\$ 7.05					⁽²⁾ 12/21/2026	Common Stock	40,000
Stock Option (Right to Purchase)	\$ 25.66	07/03/2017		M	2,433	⁽³⁾ 12/17/2018	Common Stock	2,433

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEETER DAVID WAYNE MUTUALFIRST FINANCIAL, INC. 110 EAST CHARLES STREET MUNCIE, IN 47305-2400	X		President and CEO	

Signatures

/s/ Rosalie A.
Petro, POA 07/05/2017

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) Reflects ESOP allocations that have occurred since the date of the reporting person's last ownership report.
- (2) These stock options were received under the Issuer's 2008 Stock Option and Incentive Plan and became fully exercisable on 12/21/2012.
- (3) These stock options became fully exercisable on 12/31/2005.
- (4) Shares were sold pursuant to a 10b5-1 Stock Trading Plan entered into by the reporting person which was announced by the Company in a Current Report on Form 8-K filed with the SEC on June 23, 2017.

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.