

Meilstrup Eric J
Form 4
June 19, 2012

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 *
Meilstrup Eric J

(Last) (First) (Middle)
225 DICKENS COURT
(Street)

LEBANON, OH 45036

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2004

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)
Exec. Vice President

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 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)	\$ 17.66	01/26/2004	A	864					01/26/2005 ⁽¹⁾	01/26/2014	LCNB Corp. Common Stock	864
Employee Stock Option (right to buy)	\$ 18.95	01/30/2006	A	906					01/30/2007 ⁽²⁾	01/30/2016	LCNB Corp. Common Stock	906
Employee Stock Option (right to buy)	\$ 17.88	02/05/2007	A	1,006					02/05/2008 ⁽³⁾	02/05/2017	LCNB Corp. Common Stock	1,006
Employee Stock Option (right to buy)	\$ 12.55	02/19/2008	A	1,761					02/19/2009 ⁽⁴⁾	02/19/2018	LCNB Corp. Common Stock	1,761
Employee Stock Option (right to buy)	\$ 9	01/26/2009	A	2,500					01/26/2010 ⁽⁵⁾	01/26/2019	LCNB Corp. Common Stock	2,500
Employee Stock Option (right to buy)	\$ 11.5	02/22/2010	A	1,941					02/22/2011 ⁽⁶⁾	02/22/2020	LCNB Corp. Common Stock	1,941
Employee Stock Option (right to buy)	\$ 11.85	02/02/2011	A	2,381					02/02/2012 ⁽⁷⁾	02/02/2021	LCNB Corp. Common Stock	2,381
Employee Stock	\$ 12.6	02/13/2012	A	1,553					02/13/2013 ⁽⁸⁾	02/13/2022	LCNB Corp.	1,553

Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meilstrup Eric J 225 DICKENS COURT LEBANON, OH 45036			Exec. Vice President	

Signatures

Eric J. Meilstrup by Robert C. Haines II, POA	06/19/2012
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__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 01/26/2005
 - (2) The option vests in five equal installments beginning on 01/30/2007
 - (3) The option vests in five equal installments beginning on 2/5/2008
 - (4) The option vests in five equal installments beginning on 2/19/2009
 - (5) The option vests in five equal installments beginning on 1/26/2010
 - (6) The option vests in five equal installments beginning on 2/22/2011
 - (7) The option vests in five equal installments beginning on 2/2/2012
 - (8) 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.

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