

JACKSON D J BENJAMIN
 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 *
 JACKSON D J BENJAMIN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 126 W CONCORD DR
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. Exec. Vice President

LEBANON, OH 45036
 (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 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)	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	2,380					02/03/2004 ⁽¹⁾	02/03/2013	LCNB Corp. Common Stock	2,380
Employee Stock Option (right to buy)	\$ 17.66	01/26/2004	A	1,552					01/26/2005 ⁽²⁾	01/26/2014	LCNB Corp. Common Stock	1,552
Employee Stock Option (right to buy)	\$ 18.95	01/30/2006	A	1,534					01/30/2007 ⁽³⁾	01/30/2016	LCNB Corp. Common Stock	1,534
Employee Stock Option (right to buy)	\$ 17.88	02/05/2007	A	1,554					02/05/2008 ⁽⁴⁾	02/05/2017	LCNB Corp. Common Stock	1,554
Employee Stock Option (right to buy)	\$ 12.55	02/19/2008	A	2,660					02/19/2009 ⁽⁵⁾	02/19/2018	LCNB Corp. Common Stock	2,660
Employee Stock Option (right to buy)	\$ 9	01/26/2009	A	3,750					01/26/2010 ⁽⁶⁾	01/26/2019	LCNB Corp. Common Stock	3,750
Employee Stock Option (right to buy)	\$ 11.5	02/22/2010	A	2,880					02/22/2011 ⁽⁷⁾	02/22/2020	LCNB Corp. Common Stock	2,880
Employee Stock	\$ 11.85	02/02/2011	A	3,042					02/02/2012 ⁽⁸⁾	02/02/2021	LCNB Corp.	3,042

Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACKSON D J BENJAMIN 126 W CONCORD DR LEBANON, OH 45036			Sr. Exec. Vice President	

Signatures

D. J. Benjamin Jackson by Robert C. Haines II,
POA

06/19/2012

__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

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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