

SB FINANCIAL GROUP, INC.  
Form 4  
December 21, 2016

**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 \*  
KLEIN MARK A

2. Issuer Name and Ticker or Trading Symbol  
SB FINANCIAL GROUP, INC.  
[SBFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
225 KETTENRING DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/21/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CHAIRMAN, PRESIDENT & CEO

DEFIANCE, OH 43512

(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)
			Code	V	Amount	(D)	Price
COMMON STOCK					10,964	I	ESPP
COMMON STOCK					10,252	I	ESOP
COMMON STOCK <sup>(1)</sup>					7,410	D	
COMMON STOCK	12/21/2016		M		5,000	A	\$ 11.5
COMMON STOCK	12/19/2016		D		3,616	D	\$ 15.9

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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 (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)
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 11.5	12/19/2016		M	5,000	02/14/2012 02/14/2017	COMMON STOCK 5,

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN MARK A 225 KETTENRING DRIVE DEFIANCE, OH 43512	X		CHAIRMAN, PRESIDENT & CEO	

**Signatures**

MARK A. KLEIN 12/21/2016

\*\*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 SHARES WERE ACQUIRED PURSUANT TO A GRANT OF RESTRICTED STOCK UNITS UNDER THE COMPANY'S 2008 STOCK INCENTIVE PLAN. THE AWARD VESTS IN FOUR EQUAL INSTALLMENTS BEGINNING FEBRUARY 5TH. 2/5/13 AWARD=3,000; 2,250 SHS VESTED=750 2/5/14 AWARD=2,100; 1,050 SHS VESTED=1,050 2/5/15 AWARD=2,168; 542 SHS VESTED=1,626 2/5/16 AWARD=3,984 (750+1,050+1,626+3,984=7,410)

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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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