

INDEPENDENCE HOLDING CO
 Form 4
 February 11, 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 *
 GRABER LARRY

2. Issuer Name and Ticker or Trading Symbol
 INDEPENDENCE HOLDING CO [IHC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 96 CUMMINGS POINT RD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/09/2016

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

STAMFORD, CT 06902
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (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 Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | (A) | (D) | Date Exercisable | Expiration Date | Title |
|---|------------------------------|------------------|------------|---|-----|-----------------------|------------------|-----------------|--------------|
| | | | Code | V | | | | | |
| Employee Stock Option (right to buy) | \$ 9.09 ⁽¹⁾ | 02/09/2016 | | D ⁽²⁾ | | 27,500 ⁽¹⁾ | ⁽²⁾ | 01/04/2017 | Common Stock |
| Employee Stock Option (right to buy) | \$ 9.09 ⁽¹⁾ | 02/09/2016 | | A ⁽²⁾ | | 27,500 ⁽¹⁾ | ⁽²⁾ | 01/04/2019 | Common Stock |
| Stock Appreciation Right (Common Stock) | \$ 7.11 ⁽¹⁾ | 02/09/2016 | | D ⁽³⁾ | | 11,000 ⁽¹⁾ | ⁽³⁾ | 03/16/2016 | Common Stock |
| Stock Appreciate Right (Common Stock) | \$ 7.11 ⁽¹⁾ | 02/09/2016 | | A ⁽³⁾ | | 11,000 ⁽¹⁾ | ⁽³⁾ | 03/16/2018 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GRABER LARRY 96 CUMMINGS POINT RD. STAMFORD, CT 06902 | X | | Senior Vice President | |

Signatures

Larry R. Graber 02/11/2016
 **Signature of Date
 Reporting Person

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) Adjusted for the 10% stock dividend paid on February 17, 2012.
- (2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on January 5, 2010 and vested in three equal annual installments beginning on January 5, 2011. The original option was previously amended on May 16, 2014 to extend the expiration date from January 4, 2015 to January 4, 2017.
- (3) The two reported transactions involved an amendment of an outstanding stock appreciation right (SAR), resulting in the deemed cancellation of the "old" SAR and the grant of the replacement SAR. The SAR was originally granted on March 16, 2011 and fully vested

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when the Company completed repurchase transactions of its common stock aggregating \$1.5 million in equivalent value.

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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