

VIATER CHARLES J
Form 4
November 14, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
VIATER CHARLES J

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)

121 S CHURCH ST

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2012

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

MISHAWAKA, IN 46544

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

(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 Ownership (Instr. 4)
Common Stock	11/13/2012		M	V Amount \$ 8.22	135,507	D	
Common Stock					15,952 ⁽¹⁾	I	By 401(k)
Common Stock					23,896 ⁽²⁾	I	By ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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)	8. Amount or Number of Shares
Stock Option	\$ 8.22	11/13/2012		X	59,570	⁽⁵⁾ 11/19/2012	Common Stock	59,570
Stock Option	\$ 6.93					⁽³⁾ 12/21/2021	Common Stock	20,000
Stock Option	\$ 7.05					⁽⁴⁾ 12/21/2026	Common Stock	40,000
Stock Option	\$ 9.85					⁽⁵⁾ 09/30/2015	Common Stock	85,470

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VIATER CHARLES J 121 S CHURCH ST MISHAWAKA, IN 46544	X		Senior Vice President	

Signatures

/s/ Rosalie A. Petro, POA
 11/14/2012
 **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) Reflects additional shares in 401(k) Plan acquired through dividend reinvestment.
- (2) Reflects adjustments in the Reporting Person's ESOP account at the Company.
- (3) These stock options were awarded under the Issuer's 2008 Stock Option and Incentive Plan. One-half of the options became exercisable on 12/21/2011. The remaining stock options vest and become exercisable on 12/21/2012.

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- (4) These stock options were awarded under the Issuer's 2000 Stock Option and Incentive Plan. One-half of the options became exercisable on 12/21/2011. The remaining stock options vest and become exercisable on 12/21/2012.
- (5) These stock options were immediately exercisable when received on 7/18/2008 for options to purchase shares of MFB Corp. common stock under the Agreement and Plan of Merger between the Issuer and MFB Corp.

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.