

HOME BANCSHARES INC
Form 4
November 30, 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 *
Hester Kevin

2. Issuer Name and Ticker or Trading Symbol
HOME BANCSHARES INC
[HOMB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 966
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Lending Officer

CONWAY, AR 72033

(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 Indirect Beneficial Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 11/28/2016 | | S | 2,572 D \$ 26.25 | 67,340 ⁽¹⁾ ⁽²⁾ | D | |
| Common Stock | 11/29/2016 | | S | 2,428 D \$ 26.25 | 64,912 | D | |
| Common Stock - Performance Based | | | | | 20,000 ⁽¹⁾ ⁽²⁾ ₍₃₎ ₍₄₎ | D | |
| Common Stock - Restricted | | | | | 20,000 ⁽¹⁾ ⁽⁵⁾ | D | |

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| | | | |
|--------------|--|---|-----------|
| Common Stock | 5,098.583 ⁽¹⁾ <u>(6)</u> | I | By 401(K) |
| Common Stock | 7,128 ⁽¹⁾ | I | By IRA |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|---------------------|---|--|---|----------------------------|
| Stock Option | \$ 21.25 <u>(7)</u> | | | | | <u>(8)</u> 04/20/2026 | Common Stock | 20,000 <u>(1)</u> |
| Performance Stock Option | \$ 18.46 <u>(7)</u> | | | | | <u>(9)</u> 08/23/2025 | Common Stock | 100,000 <u>(1)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hester Kevin P.O. BOX 966 CONWAY, AR 72033 | | | Chief Lending Officer | |

Signatures

/s/Kevin Hester by Rachel Wesson 11/30/2016

____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 reporting person received shares as a result of the Company declaring a 2-for-1 stock split to shareholders of record as of May 18, 2016 and made payable June 8, 2016.
- (2) The reporting person had 8,000 shares (split adjusted) vest since the last filing.
The Performance Stock awarded on August 24, 2015 will vest in 33 1/3% installments over five years beginning on the third annual anniversary of the date that the performance goal is met. The performance goal will be met as of the end of the calendar quarter when the
- (3) Company has averaged \$0.625 diluted earnings per share for four consecutive quarters or \$2.50 total diluted earnings per share over a period of four consecutive quarters.
- (4) The Performance Stock awarded on August 2, 2012 will "cliff" vest on the third annual anniversary of the date that the performance goal is met. The performance goal was met on September 30, 2013 and therefore "cliff" vested 100% on September 30, 2016.
- (5) Restricted Stock granted on August 24, 2015 will vest in 33 1/3% installments over five years beginning on the third anniversary of the award date.
- (6) Includes 38.725 shares acquired through the Home BancShares, Inc. 401(k) Plan since the last filing.
- (7) The exercise price decreased as a result of the Company declaring a 2-for-1 stock split to shareholders of record May 18, 2016 and made payable June 8, 2016.
- (8) The option is exercisable in five equal annual installments. The first installment becomes exercisable on April 21, 2017.
Once the performance goal has been met, the Performance Stock Option awarded on August 24, 2015 will become exercisable in seven
- (9) equal annual installments beginning on the first annual anniversary of the award date. The performance goal will be met as of the end of the calendar quarter when the Company has averaged \$0.625 diluted earnings per share for four consecutive quarters or \$2.50 total diluted earnings per share over a period of four consecutive quarters.

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.