SB FINANCIAL GROUP, INC.

Form 4

February 18, 2014

FORM	, _от. Л Д				OMB A	PPROVAL			
UNITED STATES			S SECURITIES AND EXCHANO Washington, D.C. 20549	OMB Number:	3235-0287				
Section 16. Form 4 or			- ·	Expires:	January 31, 2005				
			OF CHANGES IN BENEFICIAL (SECURITIES	Estimated average burden hours per					
				response	•				
obligation may con	Form 5 obligations may continue. See Instruction 1(b). 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 ** GATHMAN JONATHAN R.			2. Issuer Name and Ticker or Trading Symbol SB FINANCIAL GROUP, INC. [SBFG]	Reporting Person(s) to					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director _X_ Officer (give		Owner er (specify			
703 BURNING TREE DRIVE (Street)			(Month/Day/Year) 02/05/2014	below) below) EVP OF SUBSIDIARY					
			4. If Amendment, Date Original		6. Individual or Joint/Group Filing(Check				
DEFIANCI	Е, ОН 43512		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by C Form filed by M Person					
(City)	(State)	(Zip)	Table I - Non-Derivative Securities	s Acquired, Disposed of	, or Beneficial	ly Owned			
1.Title of	2. Transaction	n Date 2A. De	eemed 3. 4. Securities	5. Amount of 6.	7. N	Vature of			

(City)	(State) (Z	Zip) Table	I - Non-D	erivative Securities Ac	quired, Dispose	d of, or Benef	ficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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)
COMMON STOCK				. ,	7,105	I	ESOP
COMMON STOCK					3,631	D	
COMMON STOCK					4,015	I	JT W/SPOOUSE
COMMON STOCK					2,177 (1)	D	

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
							Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GATHMAN JONATHAN R. 703 BURNING TREE DRIVE DEFIANCE, OH 43512

EVP OF SUBSIDIARY

Signatures

JONATHAN R. 02/18/2014

**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).

THE SHARES WERE ACQUIRED PURSUANT TO A GRANT OF RESTRICTED STOCK UNITS UNDER THE COMPANY'S 2008
(1) STOCK INCENTIVE PLAN. THE AWARD VESTS IN FOUR EQUAL INSTALLMENTS BEGINNING FEBRUARY 5TH. 2/5/13
AWARD=1,500; 375 SHS VESTED 2/5/14 - 1,125 2/5/14 AWARD=1,052 1,125+1,052=2,177

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.

Reporting Owners 2