SB FINANCIAL GROUP, INC.

Form 4

December 24, 2014

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

FINN GAYLYN J

2. Issuer Name and Ticker or Trading

Symbol

SB FINANCIAL GROUP, INC.

[SBFG]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 12/22/2014

966 DEER RIDGE RUN

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

Person

Issuer

below)

X_ Director

Officer (give title

BOWLING GREEN, OH 43402

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security Conversion or Exercise (Instr. 3)

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and

(Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

Edgar Filing: SB FINANCIAL GROUP, INC. - Form 4

Price of (Month/Day/Year) (Instr. 8) Acquired Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title

Exercisable Date Amo

Num Shar

1.4

DEPOSITARY COMMON (2) \$ 10.34 12/22/2014 P 1.500 12/22/2014 SHARES (1) **SHARES**

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

FINN GAYLYN J 966 DEER RIDGE RUN X **BOWLING GREEN, OH 43402**

Signatures

GAYLYN J. 12/24/2014 **FINN**

**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).
- REPRESENTING A 1/100TH OWNERSHIP INTEREST IN A 6.50% NONCUMLATIVE CONVERTIBLE PERPETUAL **(1)** PREFERRED SHARE, SERIES A
- THE DEPOSITARY SHARES ARE CONVERTIBLE INTO COMMON SHARES BY THE HOLDER AT ANY TIME AND HAVE NO EXPIRATION DATE.

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