

Edgar Filing: HORIZON BANCORP /IN/ - Form 13F-HR

HORIZON BANCORP /IN/  
Form 13F-HR  
May 15, 2008

Form 13F Report for the Calendar Year or Quarter Ended: 3/31/2008

Check here if Amendment [ ]; Amendment Number: \_\_\_\_\_

This Amendment (check only one): [ ] is a restatement  
[ ] adds new holdings entries

Institutional Investment Manager Filing this Report:

Name: Horizon Bancorp  
Address: 515 Franklin Square  
Michigan City, IN 46360

Form 13F File Number 28-6479

Person Signing this Report on Behalf of Reporting Manager:

Name: James H. Foglesong  
Title: Chief Financial Officer  
Phone: 219-873-2608

Signature, Place, and Date of Signing:

/s/ James H. Foglesong, Chief Financial Officer Michigan City, IN 5/5/2008  
-----  
Place Date

Report Type (check only one):

- 13F Holdings Report
- 13F Notice
- 13F Combination Report

List of Other Managers Reporting for this Manager: Horizon Trust & Investment Management

Report Summary:

Number of Other Included Managers: 1  
Form 13F Information Table Entry Total: 55  
Form 13F Information Table Value Total: \$66,931,042.00

List of Other Included Managers: Horizon Trust & Investment Management

NAME OF ISSUER (1)	TYPE (2)	CUSIP (3)	MARKET (4)	SHARES/PV (5)	INVESTMENT DIRECTION (6)		
					SOLE	SHARED-DEFINED	SHARED-OTHER

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Aflac Inc.	Equity	1055102	784271	12075	6863	5212	0
AT & T Inc	Equity	00206R102	660713	17251	0	17251	0
Altria Group, Inc.	Equity	02209S103	538281	7396	0	7396	0
American Express Company	Equity	25816109	481051	11003	1218	9785	0
Ametek Inc	Equity	31100100	672701	15320	0	15320	0
BP Amoco PLC, ADR's	Equity	55622104	1383487	22811	0	22811	0
Bank America Corp	Equity	60505104	752324	19845	8174	11671	0
Barr Pharmaceuticals Inc	Equity	68306109	409234	8471	4682	3789	0
Berkshire Hathaway Inc Del Cl A	Equity	84670108	266800	2	0	2	0
Berkshire Hathaway, Inc. Cl B	Equity	84670207	527802	118	20	98	0
Caterpillar Inc	Equity	149123101	369529	4720	2519	2201	0
Chevron Corporation	Equity	166764100	910535	10667	4017	6650	0
Cisco Systems Inc	Equity	17275R102	292212	12130	6512	5618	0
Coca-Cola Company	Equity	191216100	225280	3701	0	3701	0
Conagra Inc	Equity	205887102	280455	11710	6620	5090	0
DFA Five-Year Global Fixed Income #24	Equity	233203884	6511140	601769	377835	223934	0
Directv Group Inc	Equity	25459L106	252585	10189	5482	4707	0
Du Pont DE Nemours	Equity	263534109	367767	7865	2848	5017	0
Exxon Mobil Corp	Equity	30231G102	1126521	13319	800	12519	0
General Electric Company	Equity	369604103	1043645	28199	8036	20163	0
Hubbell Inc Cl B	Equity	443510201	239203	5475	0	5475	0
International Business Machines Corp	Equity	459200101	662976	5758	2279	3479	0
Ishares Goldman Sachs Tech I	Equity	464287549	1423808	28083	15488	12595	0
Johnson & Johnson	Equity	478160104	740751	11419	4176	7243	0
Johnson Controls Inc	Equity	478366107	339555	10046	5494	4552	0
L-3 Communications Holdings, Inc.	Equity	502424104	695184	6358	2966	3392	0
Laboratory Corp of Amer Hldgs	Equity	50540R409	514507	6983	3996	2987	0
Marathon Oil Corp	Equity	565849106	538080	11800	6446	5354	0
Microsoft Corporation	Equity	594918104	394510	13901	6399	7502	0
Omnicom Group Inc	Equity	681919106	375177	8492	4465	4027	0
Paychex, Inc	Equity	704326107	334275	9757	5357	4400	0
Pepsico Inc	Equity	713448108	567925	7866	3078	4788	0
Royal Dutch Shell PLC-ADR A	Equity	780259206	217287	3150	0	3150	0
Energy Select Sector SPDR	Equity	81369Y506	1291236	17435	10218	7217	0
Utilities Select Sector SPDR	Equity	81369Y886	724237	19089	10099	8990	0
TJX Companies, Inc.	Equity	872540109	399320	12075	6849	5226	0
Unitedhealth Group Inc.	Equity	91324P102	293366	8538	4745	3793	0
Vanguard GNMA #536 - Admiral Class	Equity	922031794	17334144	1655601	857585	798016	0
Vanguard Consumer Discretionary ETF	Equity	92204A108	324490	6629	3653	2976	0
Vanguard Consumer Staples ETF	Equity	92204A207	866318	12590	7562	5028	0
Vanguard Financial ETF	Equity	92204A405	725067	15845	9190	6655	0
Vanguard Health Care ETF	Equity	92204A504	645196	12035	7130	4905	0
Vanguard Industrials ETF	Equity	92204A603	682254	9872	5827	4045	0

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Vanguard Materials ETF	Equity	92204A801	509045	5993	3413	2580	0
Vanguard Telecom Service ETF	Equity	92204A884	562118	9084	5265	3819	0
Wachovia Corp	Equity	929903102	388125	14375	7446	6929	0
Wal-Mart Stores Inc	Equity	931142103	532437	10107	4625	5482	0
Walgreen CO	Equity	931422109	547810	14382	4265	10117	0
Wells Fargo & CO New	Equity	949746101	1080861	37143	12086	25057	0
Whirlpool Corp	Equity	963320106	427565	4927	105	4822	0
Accenture Ltd.	Equity	G1150G111	280094	7964	4502	3462	0
OpenTV Corp	Equity	G67543101	22788	19312	0	19312	0
Robert T. Phillips, Professional Consultant	Equity	PHILLIPS	14395000	1000000	0	1000000	0
			-----	-----	-----	-----	-----
			\$66,931,042.00	3,840,645	1,460,335	2,380,310	0
			=====	=====	=====	=====	=====

(3) Common Stock03/28/2007 S 100 D \$ 23.51 41,543,317 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.46 41,543,217 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.52 41,543,117 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.34 41,543,017 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.45 41,542,917 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.5 41,542,817 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.18 41,542,717 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.19 41,542,617 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.19 41,542,517 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.18 41,542,417 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.36 41,542,317 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.2 41,542,217 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.13 41,542,117 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.36 41,542,017 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.18 41,541,917 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.24 41,541,817 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.18 41,541,717 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.2 41,541,617 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.14 41,541,517 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.41 41,541,417 D (1) (2) (3) Common Stock03/28/2007 S 100 D \$ 23.18 41,541,317 D (1) (2) (3)

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 (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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ML Global Private Equity Fund, L.P. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	X	X		
MLGPE Ltd. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	X	X		
ML Global Private Equity Partners, L.P. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	X	X		
Merrill Lynch GP, Inc. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	X	X		
Merrill Lynch Group, Inc. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	X	X		
MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	X	X		
MERRILL LYNCH PIERCE FENNER & SMITH INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	X	X		

## Signatures

ML Global Private Equity Fund, L.P. By: MLGPE Ltd., its general partner By: Frank Marinaro	08/06/2007
__Signature of Reporting Person	Date
MLGPE Ltd. By: Frank Marinaro	08/06/2007
__Signature of Reporting Person	Date
ML Global Private Equity Partners, L.P. By: Merrill Lynch GP, Inc., its general partner By: Frank Marinaro	08/06/2007
__Signature of Reporting Person	Date
Merrill Lynch GP, Inc. By: Frank Marinaro	08/06/2007
__Signature of Reporting Person	Date
Merrill Lynch Group, Inc. By: Frank Marinaro	08/06/2007
__Signature of Reporting Person	Date
Merrill Lynch & Co., Inc. By: Frank Marinaro	08/06/2007
__Signature of Reporting Person	Date
Merrill Lynch, Pierce, Fenner & Smith Incorporated By: Jonathan Santelli	08/06/2007

\_\_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) As of August 6, 2007, approximately 32,142,037 shares are owned directly by ML Global Private Equity Fund, L.P. ("MLGPE"), a partnership of which MLGPE LTD. is the general partner, which is a wholly-owned subsidiary of ML Global Private Equity Partners, L.P., the general partner of which is Merrill Lynch GP, Inc., which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of Merrill Lynch & Co., Inc. Each of the reporting owners disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. Each of the Reporting Persons other than MLGPE disclaims its possible status as a director of the Issuer.

(2) As of August 6, 2007, approximately 28,833 shares are owned directly by Merrill Lynch, Pierce, Fenner & Smith Incorporated, a direct wholly-owned subsidiary of Merrill Lynch & Co., Inc.

(3) Pursuant to the Shareholders Agreement dated December 21, 2005, as may be amended from time to time, among Clayton, Dubilier & Rice Fund VII, L.P. CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CP IV Coinvestment L.P., CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P. and ML Hertz Co-Investor, L.P., MLGPE has the right to designate two members to the board of directors of the Issuer.

### Remarks:

No. 106 out of a total of 128 forms being submitted.

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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