LANDMARK BANCORP INC

Form 4/A May 20, 2008

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

OLIPHANT MARK J

Symbol LANDMARK BANCORP INC

(Check all applicable)

[LARK]

Director 10% Owner

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

(Month/Day/Year)

X_ Officer (give title Other (specify

2005 CIRCLE LAKE DRIVE

04/23/2008

6. Individual or Joint/Group Filing(Check

Market President

4. If Amendment, Date Original Filed(Month/Day/Year)

(Instr. 8)

Applicable Line)

05/16/2008

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

DODGE CITY, KS 67801

(City) (State) (Zip)

(Street)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

Following Reported Transaction(s)

(A)

(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 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date of Underlying Security or Exercise any Code Securities (Month/Day/Year) Securities

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (Instr. 3 and 4) Derivative (A) or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable Expiration Title Amount Date or Number of Shares **Options** common 04/23/2009(1) 04/23/2018 \$ 22.98 04/23/2008 A 8,824 8,824 purchase stock common stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

OLIPHANT MARK J 2005 CIRCLE LAKE DRIVE DODGE CITY, KS 67801

Market President

Signatures

Mark Herpich as Attorney In Fact for Mark J. Oliphant

05/20/2008

**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) Vest equally over the initial 4 years subsequent to grant date beginning April 23, 2009.

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.

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