

HOME BANCSHARES INC
Form 4
September 06, 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 *
Davis Brian

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)
09/06/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer

CONWAY, AR 72033

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

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock	09/06/2016		M		7,128	A	\$ 2.66
Common Stock	09/06/2016		M		7,760	A	\$ 4.66
Common Stock	09/06/2016		S		14,888	D	\$ 23.1518
Common Stock					7,128	I	
Common Stock - Restricted					20,000	D	

Common Stock - Performance Based	26,000 ^{(1) (3)} <u>(4)</u>	D	
Common Stock	2,260.577 <u>(1) (5)</u>	I	By 401(k)

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 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option	\$ 2.66 ⁽⁶⁾	09/06/2016		M	7,128	⁽⁷⁾	⁽⁸⁾	Common Stock	7,128
Stock Option	\$ 4.66 ⁽⁶⁾	09/06/2016		M	7,760	⁽⁹⁾	08/28/2017	Common Stock	7,760
Stock Option	\$ 5.68 ⁽⁶⁾					⁽¹⁰⁾	10/16/2018	Common Stock	13,200 ⁽¹⁾
Stock Option	\$ 16.77 ⁽⁶⁾					⁽¹¹⁾	04/16/2024	Common Stock	20,000 ⁽¹⁾
Performance Stock Option	\$ 18.46 ⁽⁶⁾					⁽¹²⁾	08/23/2025	Common Stock	100,000 ⁽¹⁾
Stock Option	\$ 16.86 ⁽⁶⁾					⁽¹³⁾	03/11/2025	Common Stock	50,000 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Brian	X		Chief Financial Officer	

P.O. BOX 966
CONWAY, AR 72033

Signatures

/s/ Brian Davis by Rachel
Wesson

09/06/2016

__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) 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.
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 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.
- (3) 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 will therefore "cliff" vest 100% on September 30, 2016.
- (5) Includes 25.867 shares acquired through the Home BancShares, Inc. 401(k) Plan since the reporting person's last filing.
- (6) 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.
- (7) The option is exercisable in five equal annual installments. The first installment became exercisable on November 22, 2005.
- (8) The option expires 10 years from the exercisable date. None of this option issuance remaining.
- (9) The option is exercisable in five equal annual installments. The first installment became exercisable on August 29, 2008.
- (10) The option is exercisable in five equal annual installments. The first installment became exercisable on October 17, 2009.
- (11) The option is exercisable in five equal annual installments. The first installment became exercisable on April 17, 2015.
Once the performance goal has been met, the Performance Stock Option awarded on August 24, 2015 will become exercisable in seven 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.
- (12) The option is exercisable in five equal annual installments. The first installment becomes exercisable on March 12, 2016.
- (13) The option is exercisable in five equal annual installments. The first installment becomes exercisable on March 12, 2016.

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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