

LANDMARK BANCORP INC  
 Form 4/A  
 May 12, 2008

**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 \*  
**HERPICH MARK A**

2. Issuer Name and Ticker or Trading Symbol  
**LANDMARK BANCORP INC [LARK]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**701 POYNTZ AVENUE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/23/2008**

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

**MANHATTAN, KS 66052**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**05/09/2008**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					10,514	D	
Common Stock					2,125	I	IRA

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

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SEC 1474 (9-02)

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**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase common stock	\$ 22.93	04/23/2008		A	17,649	04/23/2009 <sup>(1)</sup>	04/23/2018	common stock	17,649
Options to purchase common stock	\$ 24.63					04/19/2007 <sup>(2)</sup>	04/19/2016	common stock	17,649
Options to purchase common stock	\$ 10.83					10/09/2001	01/20/2011	common stock	7,729
Options to purchase common stock	\$ 12.9					10/09/2001	10/09/2001	common stock	2,577
Options to purchase common stock	\$ 24.03					03/29/2005 <sup>(3)</sup>	03/29/2014	common stock	17,649

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERPICH MARK A 701 POYNTZ AVENUE MANHATTAN, KS 66052			Chief Financial Officer	

## Signatures

Mark Herpich as Attorney In Fact for Mark A.  
Herpich

05/12/2008

\_\_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
- (2) Vest equally over the initial 4 years subsequent to grant date beginning April 19, 2007.
- (3) Vested equally over the initial 4 years subsequent to grant date beginning Mach 29, 2005.

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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