

COSENTINO ANTHONY VAN
 Form 4
 February 16, 2018

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 *
 COSENTINO ANTHONY VAN

2. Issuer Name and Ticker or Trading Symbol
 SB FINANCIAL GROUP, INC.
 [SBFG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1600 BRIDGEWOOD COURT
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & CFO

DEFIANCE, OH 43512

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| COMMON STOCK | | | | (A) or (D) | Amount (D) Price | | |
| COMMON STOCK | | | | | 4,942 | I | ESOP |
| COMMON STOCK | | | | | 5,000 | D | |
| COMMON STOCK | 02/13/2018 | | P | 2,777 A | \$ 18 7,508 | D | |
| COMMON STOCK | | | | | 200 | I | CHILDREN |
| COMMON STOCK | | | | | 100 | I | JOINT W/SPOUSE |

COMMON
STOCK

5,269 ⁽¹⁾ D

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| COSENTINO ANTHONY VAN 1600 BRIDGEWOOD COURT DEFIANCE, OH 43512 | | | EVP & CFO | |

Signatures

ANTHONY V.
COSENTINO 02/16/2018

**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 SHARES WERE ACQUIRED PURSUANT TO A GRANT OF RESTRICTED STOCK UNITS UNDER THE COMPANY'S STOCK INCENTIVE PLAN. THE AWARD VESTS IN FOUR EQUAL INSTALLMENTS BEGINNING FEBRUARY 5TH. 2015 AWARD=1,084; 813 SHS VESTED=271 2016 AWARD=1,992; 996 SHS VESTED=996 2017 AWARD 2,936; 734 SHS VESTED=2,202 2018 AWARD=1,800 (271+996+2202+1800=5,269)

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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