

GRAHAM MARK L

Form 4

January 25, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAHAM MARK L

2. Issuer Name **and** Ticker or Trading
Symbol
FARMERS NATIONAL BANC
CORP /OH/ [FMNB.OB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
20 SOUTH BROAD ST., PO BOX
555

3. Date of Earliest Transaction
(Month/Day/Year)
01/21/2011

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
SVP/Senior Lending Officer

(Street)
CANFIELD, OH 44406

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 or Disposed of (A) or (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 Shares	02/24/2010		L	V 1,000 A \$ 4.55	5,341.81	D	
Common Shares ⁽¹⁾	01/21/2011		X	1,570 A \$ 3	7,069.9128 ⁽²⁾	D	
Common Shares ⁽¹⁾	01/21/2011		X	112 A \$ 3	172.0903 ⁽³⁾	I	By Spouse as Custodian for Son
Common Shares ⁽¹⁾	01/21/2011		X	84 A \$ 3	476.6845 ⁽⁴⁾	I	By Spouse as

Common Shares <u>(1)</u>	01/21/2011	X	72	A	\$ 3	175.92 <u>(5)</u>	I	Custodian for Son By Spouse as Custodian for Daughter
-----------------------------	------------	---	----	---	------	-------------------	---	---

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Subscription Rights (Right To Buy) <u>(1)</u>	\$ 3	01/21/2011		X	905	12/20/2010	01/21/2011	Common Shares	1,570
Subscription Rights (Right To Buy) <u>(1)</u>	\$ 3	01/21/2011		X	12	12/20/2010	01/21/2011	Common Shares	112
Subscription Rights (Right To Buy) <u>(1)</u>	\$ 3	01/21/2011		X	84	12/20/2010	01/21/2011	Common Shares	84
Subscription Rights (Right To Buy) <u>(1)</u>	\$ 3	01/21/2011		X	22	12/20/2010	01/21/2011	Common Shares	72

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GRAHAM MARK L 20 SOUTH BROAD ST. PO BOX 555 CANFIELD, OH 44406	SVP/Senior Lending Officer

Signatures

/s/ Carl D. Culp, attorney in fact for Mark L. Graham	01/25/2011
**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).

Pursuant to Farmers National Banc Corp.'s (the "Company") rights offering, each subscription right entitled the shareholder to purchase 0.21653 common shares at the subscription price of \$3.00 per share. Each subscription right also entitled the shareholder to exercise an

- (1) oversubscription privilege, subject to certain limitations and allotment, to purchase unsubscribed common shares in the rights offering at the same subscription price of \$3.00 per share. Fractional common shares resulting from the exercise of subscription rights and the related oversubscription privilege were eliminated by rounding down to the nearest whole share.
- (2) Includes the acquisition of 158.1028 common shares pursuant to Company's Amended Dividend Reinvestment Plan (the "Dividend Reinvestment Plan") during fiscal 2010.
- (3) Includes the acquisition of 1.8155 common shares pursuant to the Dividend Reinvestment Plan during fiscal 2010.
- (4) Includes the acquisition of 11.8625 common shares pursuant to the Dividend Reinvestment Plan during fiscal 2010.
- (5) Includes the acquisition of 3.1226 common shares pursuant to the Dividend Reinvestment Plan during fiscal 2010.

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.