

1ST SOURCE CORP
Form 5/A
March 11, 2016

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MURPHY CHRISTOPHER J III

2. Issuer Name and Ticker or Trading Symbol
1ST SOURCE CORP [SRCE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO

(Last) (First) (Middle)
PO BOX 1602
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
02/09/2016

6. Individual or Joint/Group Reporting (check applicable line)

SOUTH BEND, IN 46634

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 09/18/2015 | Â | G | 154 D \$ 0 | 530,645 (1) | D | Â |
| Common Stock | 09/24/2015 | Â | G | 302 D \$ 0 | 530,343 (1) | D | Â |
| Common Stock | 09/18/2015 | Â | G | 375 D \$ 0 | 1,299,382 (2) | I | By Spouse |
| Common Stock | 09/24/2015 | Â | G | 81 D \$ 0 | 1,299,301 (2) | I | By Spouse |

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| | | | | | | | | | |
|--------------|------------|---|---|------------------|---|------|-------------------|---|-------------------------|
| Common Stock | 10/08/2015 | Â | G | 1,321,679 (3) | A | \$ 0 | 2,620,980 (2) | I | By Spouse |
| Common Stock | 12/29/2015 | Â | G | 15,375 (4) | D | \$ 0 | 2,605,605 (2) | I | By Spouse |
| Common Stock | Â | Â | Â | Â | Â | Â | 51,279 (5) (6) | I | By 401(k) |
| Common Stock | Â | Â | Â | Â | Â | Â | 125,893 (7) | I | By Corporation |
| Common Stock | Â | Â | Â | Â | Â | Â | 438,131 (8) | I | By ERCO II Partnership |
| Common Stock | Â | Â | Â | Â | Â | Â | 282,119 (8) | I | By ERCO III Partnership |
| Common Stock | Â | Â | Â | Â | Â | Â | 214,770 (8) | I | By Ltd. Partnership |
| Common Stock | Â | Â | Â | Â | Â | Â | 584,600 (9) | I | By LLC |

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

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SEC 2270
(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) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se Bo O Er Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MURPHY CHRISTOPHER J III PO BOX 1602 | Â X | Â X | Â Chairman, CEO | Â |

SOUTH BEND, IN 46634

Signatures

/s/ John B. Griffith,
Attorney-in-Fact

03/11/2016

__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) On July 22, 2015, 1st Source Corporation declared a 10% stock dividend payable to all holders of record of common stock on August 15, 2015. As a result, the amount of shares of common stock held directly by Mr. Murphy increased by 48,254 shares.

On July 22, 2015, 1st Source Corporation declared a 10% stock dividend payable to all holders of record of common stock on August 15, 2015. As a result, the amount of shares of common stock held indirectly by spouse increased by 118,159 shares. Mr. Murphy disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Murphy is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (2) Mrs. Murphy acquired the power to direct the trustee with respect to the disposition of these shares of common stock held by certain trusts for the benefit of her family line upon her appointment as the family designated representative to such trusts effective October 8, 2015. Mr. Murphy's subsequent Form 4 filed on February 29, 2016 did not reflect these additional shares.
- (3) Mrs. Murphy gifted 15,375 shares on December 29, 2015 instead of the 16,200 reported on Mr. Murphy's original Form 5 filing.

Between January 1, 2015 and December 31, 2015, Mr. Murphy acquired a total of 5,761 shares of 1st Source Corporation common stock under the 401(k) Plan through normal contributions and a 10% stock dividend declared by 1st Source Corporation on July 22, 2015, payable to all holders of record of common stock on August 15, 2015. The information in this report is based on a plan statement dated as of December 31, 2015.
- (4) The shares of 1st Source Corporation common stock held by Mr. Murphy under the 401(k) Plan were understated by one share in his original Form 5 filing and his subsequent Form 4 filed on February 29, 2016.
- (5) On July 22, 2015, 1st Source Corporation declared a 10% stock dividend payable to all holders of record of common stock on August 15, 2015. As a result, the amount of shares of common stock held by Mr. Murphy indirectly by corporation increased by 11,444 shares.

On July 22, 2015, 1st Source Corporation declared a 10% stock dividend payable to all holders of record of common stock on August 15, 2015. As a result, the amount of shares of common stock held by Mr. Murphy indirectly by ERCO II Partnership increased by 39,830 shares, the amount of shares held indirectly by ERCO III Partnership increased by 25,647 shares, and the amount of shares held indirectly by Ltd. Partnership increased by 19,524 shares. Mr. Murphy disclaims beneficial ownership of those shares held by the partnership exceeding his pecuniary interest, and this report shall not be deemed an admission that Mr. Murphy is the beneficial owner of such excess shares for purposes of Section 16 or for any other purpose.
- (6) On July 22, 2015, 1st Source Corporation declared a 10% stock dividend payable to all holders of record of common stock on August 15, 2015. As a result, the amount of shares of common stock held by Mr. Murphy indirectly by LLC increased by 53,145 shares. Mr. Murphy's spouse is a voting member, and Mr. Murphy is a non-voting member, of the LLC. Mr. Murphy disclaims beneficial ownership of those shares held by the LLC exceeding his pecuniary interest, and this report shall not be deemed an admission that Mr. Murphy is the beneficial owner of such excess shares for purposes of Section 16 or for any other purpose.
- (7) Murphy's spouse is a voting member, and Mr. Murphy is a non-voting member, of the LLC. Mr. Murphy disclaims beneficial ownership of those shares held by the LLC exceeding his pecuniary interest, and this report shall not be deemed an admission that Mr. Murphy is the beneficial owner of such excess shares for purposes of Section 16 or for any other purpose.

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