

DIAMOND HILL INVESTMENT GROUP INC
 Form 4
 January 03, 2017

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 *
 Bingaman Christopher M

2. Issuer Name and Ticker or Trading Symbol
 DIAMOND HILL INVESTMENT GROUP INC [DHIL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

(Last) (First) (Middle)
 325 JOHN H. MCCONNELL
 BLVD., SUITE 200
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/03/2017

COLUMBUS, OH 43215

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V Amount | | |
| Common | 01/03/2017 | | M | A | \$ 6,500 (1) 210.38 | 29,758 | D |
| Common | 01/03/2017 | | F | D | \$ 3,243 (2) 210.38 | 26,515 | D |
| Common | | | | | | 2,988 | I By 401k |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Performance Restricted Stock Unit | (1) | 01/03/2017 | | C | 6,500 | (1) (1) | Common | 6,500 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bingaman Christopher M 325 JOHN H. MCCONNELL BLVD. SUITE 200 COLUMBUS, OH 43215 | | | Chief Executive Officer | |

Signatures

Gary Young by
POA 01/03/2017

**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) Reflects vesting of 6,500 shares of RSU.
- (2) Represents shares withheld to pay taxes associated with performance-based restricted stock that vested on January 1, 2017.
Performance Restricted Stock Units pursuant to the Diamond Hill Investment Group, Inc. 2014 Equity and Cash Incentive Plan.
- (3) Performance Restricted Stock Units under this award are convertible into shares of common stock upon the completion of the year ending December 31, 2017, based on the attainment by the Company of certain financial performance criteria in the year ending December 31, 2017. Performance Restricted Stock Units under this award represent a contingent right to receive one share of Common stock.

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.