

Mayor Randy
Form 4
December 05, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mayor Randy

2. Issuer Name **and** Ticker or Trading
Symbol
HOME BANCSHARES INC
[HOMB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

P.O. BOX 966

CFO & Treasurer

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

CONWAY, AR 72033

☒ 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	12/03/2012		M	V Amount (A) or (D) Price 14,579 A \$ 6.17	76,820.0614 (1)	D	
Common Stock	12/03/2012		S	4,600 D \$ 33.6862	72,220.0614	D	
Common Stock	12/03/2012		M	26,687 A \$ 11.09	98,907.0614	D	
Common Stock	12/03/2012		S	7,000 D \$ 33.6862	91,907.0614	D	
Common Stock - Performance					2,000 (7)	D	

Based

Common
Stock -
Restricted4,558 ⁽⁴⁾ ⁽⁵⁾
(6) DCommon
Stock

15,095 I

Held by
IRACommon
Stock8,101.993 ⁽⁸⁾ IBy
401(k)

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

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option	\$ 6.17	12/03/2012		M		14,579		<u>(2)</u>	<u>(3)</u>	Common Stock	14,579
Performance Stock Option	\$ 11.09	12/03/2012		M		26,687		01/01/2010	03/16/2016	Common Stock	26,687

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mayor Randy P.O. BOX 966 CONWAY, AR 72033	X		CFO & Treasurer	

Signatures

/s/Randy Mayor by Rachel
Wesson 12/05/2012

__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) Includes 208.0132 shares acquired through the Home BancShares, Inc. Dividend Reinvestment Plan since the last filing.

(2) The option is exercisable in five equal annual installments. The first installment became exercisable on December 31, 1999

(3) The option expires 10 years from the exercisable date, therefore the first installment became exercisable on December 31, 1999 and expired on December 31, 2009.

(4) Restricted Stock granted on January 22, 2010 will vest in 33 1/3% installments over three years each January 22nd.

(5) Restricted Stock granted on February 2, 2011 will vest in 33 1/3% installments over three years each February 2nd.

(6) Restricted Stock granted on August 2, 2012 will "cliff" vest 100% three years from award date.

The Performance Stock awarded on August 2, 2012 will "cliff" vest on the third annual anniversary of the date that the performance goal is met. The performance goal will be met as of the end of the calendar quarter when the Company has averaged \$0.625 diluted earnings per share for four consecutive quarters or \$2.50 total diluted earnings per share over a period of four consecutive quarters.

(8) Includes 29,373 shares acquired through the Home BancShares, Inc. 401(k) Plan since the last filing.

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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