

DIAMOND HILL INVESTMENT GROUP INC

Form 4

January 03, 2017

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
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(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)

(Last) (First) (Middle)

325 JOHN H. MCCONNELL
BLVD., SUITE 200

(Street)

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

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Chief Executive Officer

COLUMBUS, OH 43215

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 (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)
			Code	V	Amount (A) or (D)	Price	
Common	01/03/2017		M		6,500 (1)	\$ 210.38	29,758 D
Common	01/03/2017		F		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.

**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**

SEC 1474
(9-02)

number.

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. Date Exercisable (Month/Day/Year)	9. Expiration Date (Month/Day/Year)	10. Title	11. 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.

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