

Cathell David W  
 Form 4/A  
 April 02, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Cathell David W

2. Issuer Name and Ticker or Trading Symbol  
 ACNB CORP [ACNB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 465 IDAVILLE YORK SPRINGS ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
 03/15/2018

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 EVP, Treasurer & CFO

(Street)  
 GARDNERS, PA 17324

4. If Amendment, Date Original Filed (Month/Day/Year)  
 03/21/2018

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
ACNB Corporation Common	03/15/2018	03/19/2018 <sup>(3)</sup>	A		748.9362 <u>(1)</u>	A	\$ 29.375
					14,930.1888 <u>(2)</u>	D	

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)**

## Edgar Filing: Cathell David W - Form 4/A

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. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable      Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cathell David W 465 IDAVILLE YORK SPRINGS ROAD GARDNERS, PA 17324			EVP, Treasurer & CFO	

## Signatures

/s/ David W.  
Cathell

04/02/2018

\*\*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) One-third (1/3) of this Variable Equity Award, granted under the ACNB Bank Variable Compensation Plan and pursuant to the ACNB Corporation 2009 Restricted Stock Plan, is 100% vested as of the Grant Date of March 15, 2018, with the next one-third (1/3) 100% vested as of January 1, 2019, and the final one-third (1/3) 100% vested as of January 1, 2020.
- (2) The amount of securities beneficially owned includes 27.664681 shares of common stock purchased for the same Transaction Date of March 15, 2018, through the automatic reinvestment of dividends under the ACNB Corporation Dividend Reinvestment and Stock Purchase Plan, which are exempt from the reporting requirements of Section 16 of the Securities Exchange Act of 1934.
- (3) This Form 4/A amends the Form 4 filed on March 21, 2018, to include the Deemed Execution Date of March 19, 2018, as determined in accordance with SEC Rule 16a-3(g)(2) and (g)(4).

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.