

HORIZON BANCORP /IN/
Form 4
March 13, 2006

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 *
DWIGHT CRAIG M

(Last) (First) (Middle)
515 FRANKLIN SQ

(Street)

MICHIGAN CITY, IN 46360

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HORIZON BANCORP /IN/ [HBNC]

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	Price			
Common Stock	03/10/2006		M		13,500	\$ 13.33	A	79,395	D
Common Stock	03/10/2006		S		13,500	\$ 30.05	D	65,895	D
Common Stock	03/10/2006		M		10,409	\$ 9.22	A	76,304	D
Common Stock	03/10/2006		S		10,409	\$ 30.05	D	65,895	D
Common Stock	03/10/2006		M		5,940	\$ 6.22	A	71,835	D

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Common Stock	03/10/2006	S	5,940	D	\$ 30.05	65,895	D	
Common Stock						21,849	I	By Stock Bonus Plan

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 13.33	03/10/2006		M	13,500	<u>(1)</u> 02/16/2009	Common Stock	13,500	
Employee Stock Option (right to buy)	\$ 9.22	03/10/2006		M	10,409	<u>(2)</u> 01/03/2010	Common Stock	10,409	
Employee Stock Option (right to buy)	\$ 6.22	03/10/2006		M	5,940	<u>(3)</u> 01/02/2011	Common Stock	5,940	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				President & CEO

DWIGHT CRAIG M
515 FRANKLIN SQ
MICHIGAN CITY, IN 46360

Signatures

/s/ Craig M.
Dwight

03/13/2006

**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) Vested in 5 equal installments beginning on first anniversary on date of grant which was 2/16/1999.
- (2) Vested in 5 equal installments beginning of first anniversary on date of grant which was 1/3/2000.
- (3) Vested in 5 equal installments beginning of first anniversary on date of grant which was 1/2/2001.

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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