

LANDMARK BANCORP INC
Form 4
February 10, 2005

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 *
THIBAUT DEAN R

2. Issuer Name and Ticker or Trading Symbol
LANDMARK BANCORP INC
[LARK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3408 WESTBAKER
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2004

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Market President

MANHATTAN, KS 66053

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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D) Price	974 ⁽¹⁾	D	
Common Stock				(A) or (D) Price	2,104 ⁽¹⁾	I	ESOP
Common Stock				(A) or (D) Price	1,042 ⁽¹⁾	I	IRA

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to acquire common stock	\$ 18.72 <u>(1)</u>					10/09/2001	11/04/2008	Common Stock	350 <u>(1)</u>
Options to acquire common stock	\$ 12.54 <u>(1)</u>					10/09/2001	03/20/2010	Common Stock	4,673 <u>(1)</u>
Options to acquire common stock	\$ 14.94 <u>(1)</u>					10/09/2001	01/26/2011	Common Stock	1,590 <u>(1)</u>
Options to acquire common stock	\$ 27.81 <u>(1)</u>	03/29/2004		A	7,623 <u>(1)</u>	03/29/2005 ⁽²⁾	03/29/2014	Common Stock	7,623 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THIBAUT DEAN R 3408 WESTBAKER MANHATTAN, KS 66053			Market President	

Signatures

Mark Herpich as Attorney In Fact for Dean R.
Thibault

09/02/2004

__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) As adjusted for the Company's 5% stock dividend in December, 2004

(2) Vest equally over the initial 4 years subsequent to grant date beginning March 29, 2005

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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