

SCHULHOFF HENRY L
Form 4
January 05, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
SCHULHOFF HENRY L

2. Issuer Name and Ticker or Trading Symbol
WESBANCO INC [WSBC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE BANK PLAZA

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2005

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

WHEELING, WV 26003

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (D) Price | | |
| Common Stock | 01/03/2005 | | A | | 62,333 (1) A (1) 62,333 (1) | D | |
| Common Stock | 01/03/2005 | | A | | 5,074 (1) A (1) 5,074 (1) | I | By Schulhoff & Co. |
| Common Stock | 01/03/2005 | | A | | 7,973 (1) A (1) 7,973 (1) | I | By Spouse |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 8.94 | 01/03/2005 | | A | 6,085 | 04/19/1996 04/19/2006 | Common Stock | 6,085 |
| Stock Option | \$ 17.55 | 01/03/2005 | | A | 5,662 | 03/19/1999 03/19/2009 | Common Stock | 5,662 |
| Stock Option | \$ 11.92 | 01/03/2005 | | A | 3,775 | 05/19/2000 05/19/2010 | Common Stock | 3,775 |
| Stock Option | \$ 11.59 | 01/03/2005 | | A | 3,775 | 05/08/2001 05/08/2011 | Common Stock | 3,775 |
| Stock Option | \$ 17.22 | 01/03/2005 | | A | 3,775 | 11/21/2003 11/21/2013 | Common Stock | 3,775 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHULHOFF HENRY L ONE BANK PLAZA WHEELING, WV 26003 | | X | | |

Signatures

/s/ Robert H. Young,
Attorney-in-Fact

01/05/2005

**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) Estimated number of WesBanco, Inc. shares to be issued in connection with the acquisition of Winton Financial Corp. The final number of WesBanco shares to be issued will be determined subsequent to the receipt of stockholder election forms. Shares acquired pursuant to

Edgar Filing: SCHULHOFF HENRY L - Form 4

merger with and into WesBanco, Inc. in exchange for either \$20.75 in cash or 0.755 shares, having a market value of \$31.97 at the effective time of the merger, for each Winton share owned. What the reporting person will receive in exchange for Winton shares will be subject to the limitations and adjustments set forth in the merger agreement.

- (2) This option was assumed by WesBanco in the merger replacing an option to purchase 8,060 shares of Winton at \$6.75 per share.
- (3) This option was assumed by WesBanco in the merger replacing an option to purchase 7,500 shares of Winton at \$13.25 per share.
- (4) This option was assumed by WesBanco in the merger replacing an option to purchase 5,000 shares of Winton at \$9.00 per share.
- (5) This option was assumed by WesBanco in the merger replacing an option to purchase 5,000 shares of Winton at \$8.75 per share.
- (6) This option was assumed by WesBanco in the merger replacing an option to purchase 5,000 shares of Winton at \$13.00 per share.

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.