LANDMARK BANCORP INC

Form 4

February 24, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Expires:

Washington, D.C. 20549

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2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5

Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Heyka Larry R

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

LANDMARK BANCORP INC

[LARK]

Director 10% Owner

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year)

X_ Officer (give title Other (specify below) Market President

701 POYNTZ AVENUE 02/11/2009

(Middle)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MANHATTAN, KS 66502

(City)	(State)	Table Table	e I - Non-D	erivative Securities Acq	juired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired on(A) or Disposed of	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5) (A) or	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
_			Code V	Amount (D) Price	,		
Common Stock	02/11/2009		P	1,000 A \$ 13.5	2,257 (1)	Ι	IRA
Common Stock					1,305 (1)	D	

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. Transactic Code (Instr. 8)	5. Dr.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 purchase common stock	\$ 21.98 (1)					04/23/2009(2)	04/23/2018	Common Stock	9,265 (1)
Options to purchase common stock	\$ 23.46 (1)					04/19/2008(3)	04/19/2016	Common Stock	9,265 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Heyka Larry R

701 POYNTZ AVENUE Market President

MANHATTAN, KS 66502

Signatures

Mark Herpich as Attorney In Fact for Larry R.
Heyka
02/24/2009

**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 5% stock dividend declared in December 2008.
- (2) Vest equally over the initial 4 years subsequent to grant date beginning April 23, 2009
- (3) Vest 40% on April 19, 2008, 20% on April 19, 2009, 20% on April 19, 2010, and 20% on April 19, 2011

Reporting Owners 2

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