

Independent Bank Group, Inc.
Form 4
November 25, 2016

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 *
Berntsen Torry

2. Issuer Name and Ticker or Trading Symbol
Independent Bank Group, Inc.
[IBTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1600 REDBUD
BOULEVARD, SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2016

____ Director
____ Officer (give title below) Other (specify below)
Former Director and President

DALLAS, TX 75069

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/05/2016 | | D | (1) | 19,066 | D | |
| Common Stock | 11/22/2016 | | S | | \$ 2,500 | D | |
| Common Stock | 11/22/2016 | | S(2) | | \$ 58 | D | |

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

SEC 1474 (9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Berntsen Torry 1600 REDBUD BOULEVARD SUITE 400 DALLAS, TX 75069 | | | | Former Director and President |

Signatures

/s/ Jan Webb, as Attorney
in Fact
11/25/2016
**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).
- THE REPORTING PERSON FORFEITS THESE SHARES UPON TERMINATION FROM THE COMPANY. THESE SHARES WERE PREVIOUSLY GRANTED UNDER THE ISSUER'S 2013 EQUITY INCENTIVE PLAN AND REPRESENT THE UNVESTED PORTION OF THE TOTAL GRANTED SHARES AT TIME OF FORFEITURE.
- THE REPORTING PERSON'S SALE OF 2,500 SHARES OF IBTX COMMON STOCK REPORTED HEREIN WAS MATCHABLE UNDER SECTION 16(b) OF THE SECURITIES EXCHANGE ACT OF 1934, TO THE EXTENT OF 450 SHARES, WITH THE REPORTING PURCHASE OF 200, 100, AND 150 SHARES OF IBTX COMMON STOCK AT A PRICE OF \$40.6883, \$39.727 AND \$39.3199 PER SHARE ON JUNE 10, 2016, JUNE 24, 2016 AND JUNE 28, 2016, RESPECTIVELY. THE REPORTING PERSON HAS AGREED TO PAY IBTX, UPON SETTLEMENT OF THE SALE, \$8,091.66, REPRESENTING THE FULL AMOUNT OF THE PROFIT REALIZED IN CONNECTION WITH THE SHORT SWING TRANSACTION, LESS TRANSACTION COSTS.

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.