

DIAMOND HILL INVESTMENT GROUP INC
 Form 4
 April 03, 2017

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 *
 Line Thomas Edward

2. Issuer Name and Ticker or Trading Symbol
 DIAMOND HILL INVESTMENT GROUP INC [DHIL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 325 JOHN H. MCCONNELL BLVD., SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2017

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

COLUMBUS, OH 43215

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	04/01/2017		M	(A) or (D) 3,000 (1)	\$ 0 8,312	D	
Common	04/01/2017		F	1,484 (2)	\$ 194.55 6,828	D	
Common	04/03/2017		S	500	\$ 193.14 6,328	D	
Common					438	I	By 401k

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

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(9-02)

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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	(1) (3)	04/01/2017		C	3,000	(1)(3) (1)(3)	Common 3,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Line Thomas Edward 325 JOHN H. MCCONNELL BLVD., SUITE 200 COLUMBUS, OH 43215			Chief Financial Officer	

Signatures

Gary Young by
POA 04/03/2017

**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) Reflects vesting of 3,000 Restricted Stock Units ("RSUs").
- (2) Represents shares withheld to pay taxes associated with RSUs that vested on April 1, 2017.

Remaining RSUs under this award are convertible into 6,000 shares of common stock. 3,000 RSUs vest and convert on April 1, 2018 and the remaining 3,000 RSUs vest and convert on April 1, 2019, both subject to the requirement of continuous service through the applicable vesting date. After vesting, each share of common stock is then further restricted from sale for a five year period. RSUs under this award represent a contingent right to receive once share of Common Stock.

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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