

SP Bancorp, Inc.
Form 4
November 25, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Salls Suzanne C

(Last) (First) (Middle)
5224 W. PLANO PARKWAY
(Street)

PLANO, TX 75093

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SP Bancorp, Inc. [SPBC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP and CFO

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------|
| | | | Code | V | Amount or (D) Price | | | | |
| Common Stock | 11/21/2013 | | A | | 1,000 (1) | A | \$ 0 3,000 | D | |
| Common Stock | | | | | | | 7,500 (2) | I | By 401(k) |
| Common Stock | | | | | | | 633 (3) | I | By ESOP |

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (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 Options | \$ 19.4 | 11/21/2013 | | A | 4,000 (4) | 11/21/2014 11/21/2023 | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Salls Suzanne C 5224 W. PLANO PARKWAY PLANO, TX 75093 | | | Executive VP and CFO | |

Signatures

/s/ Suzanne C. Salls 11/25/2013

**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) Represents shares of restricted stock granted to the reporting person pursuant to the SP Bancorp, Inc. 2012 Equity Incentive Plan (the "2012 Plan"). Such shares vest in five (5) equal annual installments, with the first installment vesting on the first anniversary of the date of grant and succeeding installments on each anniversary thereafter.
 - (2) Represents shares allocated to the account of the reporting person pursuant to the SharePlus Federal Bank 401(k) Plan and reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "Act")
 - (3) Represents shares allocated to the account of the reporting person pursuant to the SharePlus Federal Bank Employee Stock Ownership Plan. Such allocations are not required to be reported pursuant to Section 16 of the Act.
 - (4) Represents options to purchase shares of the Issuer's common stock awarded to the reporting person pursuant to the 2012 Plan. The shares of common stock underlying these options vest in five (5) equal annual installments, with the first installment vesting on the first anniversary of the date of grant and succeeding installments on each anniversary thereafter.

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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