

Williams Jerry L.
Form 3
February 21, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

^ Williams Jerry L.

(Last)

(First)

(Middle)

9200 KEYSTONE CROSSING,
SUITE 800

(Street)

INDIANAPOLIS, IN 46240

(City)

(State)

(Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/21/2013

3. Issuer Name and Ticker or Trading Symbol
First Internet Bancorp [INBK]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

19,093

D

^

Common Stock

6,600

I

shares held in an IRA

Common Stock

1,135

I

shares held by a limited liability company of which Mr. Williams holds voting and investment power

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

SEC 1473 (7-02)

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 number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Deferred Stock Rights <u>(1)</u>	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	11,168	\$ <u>(2)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Jerry L. 9200 KEYSTONE CROSSING, SUITE 800 INDIANAPOLIS, IN 46240	X			

Signatures

Kay E. Whitaker, Attorney-in-Fact for
Jerry Williams (power of attorney filed
herewith) 02/21/2013

 **Signature of Reporting Person

Date _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The Rights are equivalent to phantom stock units.**

The Rights are to be settled in shares of common stock on a one-for-one basis upon certain events occurring after the director elects at the

- (2) beginning of a year to receive payment or earlier upon the holder's death. The rights are to be settled in cash as soon as administratively practicable following a change in control.

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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