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DIAMOND HILL INVESTMENT GROUP INC

Form 4

February 25, 2015

Check this box

if no longer

subject to

Section 16.

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION
	UNITED STATES SECURITES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

10% Owner

Other (specify

burden hours per response...

Estimated average 0.5

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

Washington, D.C. 20549

Form 4 or 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

(Print or Type Responses)

1(b).

(Last)

(City)

Common

1. Name and Address of Reporting Person * Bingaman Christopher M

(First)

(State)

02/23/2015

Symbol

DIAMOND HILL INVESTMENT GROUP INC [DHIL]

2. Issuer Name and Ticker or Trading

02/23/2015

(Month/Day/Year) 325 JOHN H. MCCONNELL

(Middle)

(Zip)

3. Date of Earliest Transaction Director X_ Officer (give title

below)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

President

below)

Applicable Line)

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

D

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

COLUMBUS, OH 43215

BLVD., SUITE 200

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Price Code V Amount (D)

4,665 M \$0 23,129

(A)

or

(1) Common 2,680 I

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

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By 401k

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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. Transacti 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Restricted Stock Unit (2)	<u>(2)</u>	02/23/2015		С	7,000	(2)	(2)	Common	7,000

Reporting Owners

Reporting Owner Name / Address	Kelati	ionships	

Director 10% Owner Officer Other

Bingaman Christopher M 325 JOHN H. MCCONNELL BLVD. SUITE 200 COLUMBUS, OH 43215

President

Signatures

Gary Young by POA 02/25/2015

**Signature of Date

**Signature of Reporting Person

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 7,000 shares of PRSU. Shares totaling 2,335 withheld for payment of taxes, leaving 4,665 shares.
 - Award of Performance Restricted Stock Units pursuant to the Diamond Hill Investment Group, Inc. 2011 Equity and Cash Incentive Plan. Performance Restricted Stock Units under this award are convertible into shares of common stock upon the completion of the year ending
- (2) December 31, 2014 and December 31, 2015, based on the attainment by the Company of certain financial performance criteria in the year ending December 31, 2014 and December 31, 2015 and the reporting person's attainment of the restricted period. Performance Restricted Stock Units under this award represent a contingent right to receive one 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. 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.

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