

SIMMONS FIRST NATIONAL CORP
 Form 4
 January 19, 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 *
MAKRIS GEORGE JR

2. Issuer Name and Ticker or Trading Symbol
SIMMONS FIRST NATIONAL CORP [SFNC]

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

(Last) (First) (Middle)
SIMMONS FIRST NATIONAL CORP., 501 MAIN STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

PINE BLUFF, AR 71601

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | | |
| SFNC | 01/17/2017 | | A | | 7,347 | \$ 58.5 | 34,196 D |
| SFNC | 01/17/2017 | | F | | 2,596 | \$ 58.5 | 31,600 D |
| SFNC | 01/17/2017 | | A | | 19,575 | \$ 58.5 | 51,175 D |
| SFNC | 01/17/2017 | | F | | 6,705 | \$ 58.5 | 44,470 D |
| SFNC | | | | | | | 100,673 D |

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| | | | |
|------|--------------------|---|-----------------|
| SFNC | 1,871 | I | Trust |
| SFNC | 499 ⁽¹⁾ | D | |
| SFNC | 508 ⁽²⁾ | D | |
| SFNC | 4,050 | I | By IRA |
| SFNC | 4,750 | I | IRA (Spouse) |
| SFNC | 67 | I | By IRA |

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 displays a currently valid OMB control number.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Unit | ⁽³⁾ | 01/17/2017 | | A | 6,812 | ⁽⁴⁾ ⁽⁴⁾ | Common | 6,812 |
| Performance Stock Unit | ⁽⁵⁾ | 01/17/2017 | | A | 13,624 | ⁽⁶⁾ ⁽⁶⁾ | Common | 13,624 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MAKRIS GEORGE JR SIMMONS FIRST NATIONAL CORP. 501 MAIN STREET PINE BLUFF, AR 71601 | X | | Chairman & CEO | |

Signatures

/s/ George Makris, Jr. by Piper P.
Erwin

01/19/2017

__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) Shares increased through the Employee Stock Purchase Plan.
- (2) Employee Stock Ownership Plan merged into 401K Plan.
- (3) Each Restricted Stock Unit represents a contingent right to receive one share of Simmons First National Corporation common stock.
- (4) One third of the Restricted Stock Unit vests on January 17, 2018, 2019 and 2020. SFNC shares will be delivered within 30 days of vesting. Events such as retirement, death, disability and other specified events in the agreement may result in earlier vesting.
- (5) Each Performance Stock Unit represents a contingent right to receive one share of Simmons First National Corporation common stock.

The shares listed are the maximum number of shares which may vest under this grant. Vesting will occur subsequent to the attainment of

- (6) performance goals set and verified by the Compensation Committee of the Company's Board of Directors for the performance period ending December 31, 2019, contingent upon the reporting person's continued employment with the registrant.

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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