

DICCIANI NANCE K
Form 4
January 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
DICCIANI NANCE K

(Last) (First) (Middle)

439 DRESHERTOWN ROAD

(Street)

FORT WASHINGTON, PA 19034

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HALLIBURTON CO [HAL]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2017

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 19,843 | D | |

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.

SEC 1474 (9-02)

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

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Equivalent Units | (1) | 12/31/2017 | | A | 50.83 (2) | (3) | (3) | Common Stock | 50.83 |
| 2017 Restricted Stock Units | (5) | | | | | (6) | (6) | Common Stock | 4,269 |
| 2016 Restricted Stock Units | (5) | | | | | (6) | (6) | Common Stock | 4,274.298 (7) |
| 2015 Restricted Stock Units | (5) | | | | | (6) | (6) | Common Stock | 4,645.503 (7) |
| 2014 Restricted Stock Units | (5) | | | | | (6) | (6) | Common Stock | 2,756.042 (7) |
| 2013 Restricted Stock Units | (5) | | | | | (6) | (6) | Common Stock | 3,853.949 (7) |
| 2012 Restricted Stock Units | (5) | | | | | (6) | (6) | Common Stock | 5,703.455 (7) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DICCIANI NANCE K 439 DRESHERTOWN ROAD FORT WASHINGTON, PA 19034 | | | X | |

Signatures

/s/ Bruce A. Metzinger, by Power of
Attorney

01/03/2018

__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) The security converts to common stock on a one-for-one basis.
 - (2) Stock equivalents acquired under the Halliburton Company Directors' Deferred Compensation Plan reported on a pro rata basis to reflect Issuer's Plan quarter. Said Plan is an ongoing securities acquisition plan.
 - (3) The stock equivalent units were accrued under the Company's Directors' Deferred Compensation Plan and are settled in the Company's common stock following cessation as a director.
 - (4) The additional stock equivalents are attributable to quarterly dividends based on the closing price on December 28, 2017 of \$48.57.
 - (5) Each restricted stock unit represents a right to receive one share of the Company's common stock.
 - (6) The restricted stock units vest in four equal annual installments beginning with the first anniversary of the award. Shares will be delivered to the reporting person either upon vesting, or if reporting person elected to defer receipt, following cessation as a director.
 - (7) Includes dividend equivalent units through dividend payment date December 31, 2017.

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. [Table of Contents](#)

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information as of March 6, 2017 as to the common stock of the Corporation owned of record or beneficially by any person who is known to the Corporation to be the beneficial owner of more than 5% of the common stock of the Corporation.

| Name and Address of Owner | Amount and Nature of Beneficial Ownership (1) | Percent of Class |
|--|--|---------------------|
| McGuirk Investments LLC P.O. Box 222 Mt. Pleasant, MI 48804-0222 | 401,684 | 5.13 % |

(1) Beneficial ownership is defined by rules of the SEC and includes shares that the person has or shares voting or investment power over and shares that the person has a right to acquire within 60 days from March 6, 2017.

The following table sets forth certain information as of March 6, 2017 as to our common stock owned beneficially by each director and director nominee, by each named executive officer, and by all directors, director nominees and executive officers as a group.

| Name of Owner | Amount and Nature of Beneficial Ownership (1) | Percent of Class |
|-----------------------|--|---------------------|
| Dennis P. Angner | 28,073 | 0.35 % |
| Dr. Jeffrey J. Barnes | 19,072 | 0.24 % |

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| | | | |
|--|---------|------|---|
| Richard J. Barz | 33,098 | 0.41 | % |
| Jae A. Evans | 12,988 | 0.16 | % |
| G. Charles Hubscher | 184,429 | 2.31 | % |
| Thomas L. Kleinhardt | 77,138 | 0.97 | % |
| Joseph LaFramboise | 12,638 | 0.16 | % |
| David J. Maness | 32,927 | 0.41 | % |
| W. Joseph Manifold | 24,421 | 0.31 | % |
| W. Michael McGuire | 106,219 | 1.33 | % |
| Sarah R. Opperman | 8,120 | 0.10 | % |
| Gregory V. Varner | 8,824 | 0.11 | % |
| David J. Reetz | 10,181 | 0.13 | % |
| Jerome E. Schwind | 3,375 | 0.04 | % |
| Peggy L. Wheeler | 10,385 | 0.13 | % |
| All Directors, nominees and Executive Officers as a Group (15) persons | 571,888 | 7.17 | % |

Beneficial ownership is defined by rules of the SEC and includes shares that the person has or shares voting or investment power over and shares that the person has a right to acquire within 60 days from March 6, 2017. Totals for directors include shares of stock credited under the Directors Plan as of March 6, 2017 as disclosed in the table (1) on page 18. Totals for named executive officer Jerome E. Schwind include shares of stock credited under the Directors Plan as of March 6, 2017 as follows: Mr. Schwind 1,101 shares. Participants in the Directors Plan have a right to acquire shares credited to their accounts upon a distributable event. A description of the Directors Plan under which these shares of stock were issued is set forth above in "Director Compensation."

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Independent Registered Public Accounting Firm

The Audit Committee has appointed Rehmann Robson LLC as our independent auditors for the year ending December 31, 2017.

A representative of Rehmann Robson LLC is expected to be present at the Annual Meeting to respond to appropriate questions from shareholders and to make any comments Rehmann Robson LLC believes are appropriate.

Fees for Professional Services Provided by Rehmann Robson LLC

The following table shows the aggregate fees billed by Rehmann Robson LLC for the audit and other services provided for:

| | 2016 | 2015 |
|--------------------|-----------|-----------|
| Audit fees | \$295,094 | \$286,388 |
| Audit related fees | 28,500 | 32,560 |
| Tax fees | 24,410 | 28,484 |
| Total | \$348,004 | \$347,432 |

The audit fees were for performing the integrated audit of our consolidated annual financial statements and the internal control attestation report related to the Federal Deposit Insurance Corporation Improvement Act, review of interim quarterly financial statements included in our Forms 10-Q, and services that are normally provided by Rehmann Robson LLC in connection with statutory and regulatory filings or engagements.

The audit related fees are typically for various discussions related to the adoption and interpretation of new accounting pronouncements. During 2016, this includes fees for procedures related to nonrecurring regulatory filings. Also included are fees for auditing of our employee benefit plans.

The tax fees were for the preparation of our state and federal tax returns and for consultation on various tax matters.

The Audit Committee has considered whether the services provided by Rehmann Robson LLC, other than the audit fees, are compatible with maintaining Rehmann Robson LLC's independence and believes that the other services provided are compatible.

Pre-Approval Policies and Procedures

All audit and non-audit services over \$5,000 to be performed by Rehmann Robson LLC must be approved in advance by the Audit Committee if those fees are reasonably expected to exceed 5.0% of the current year agreed upon fee for independent audit services. As permitted by SEC rules, the Audit Committee has authorized its chairperson to pre-approve audit, audit-related, tax and non-audit services, provided that such approved service is reported to the full Audit Committee at its next meeting.

As early as practicable in each calendar year, the independent auditor provides to the Audit Committee a schedule of the audit and other services that the independent auditor expects to provide or may provide during the next twelve months. The schedule will be specific as to the nature of the proposed services, the proposed fees, timing, and other details that the Audit Committee may request. The Audit Committee will by resolution authorize or decline the proposed services. Upon approval, this schedule will serve as the budget for fees by specific activity or service for the next twelve months.

A schedule of additional services proposed to be provided by the independent auditor, or proposed revisions to services already approved, along with associated proposed fees, may be presented to the Audit Committee for their consideration and approval at any time. The schedule will be specific as to the nature of the proposed service, the proposed fee, and other details that the Audit Committee may request. The Audit Committee will by resolution authorize or decline authorization for each proposed new service.

Applicable SEC rules and regulations permit waiver of the pre-approval requirements for services other than audit, review or attest services if certain conditions are met. Out of the services characterized above as audit-related, tax and professional services, none were billed pursuant to these provisions in 2016 and 2015 without pre-approval.

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Shareholder Proposals

Any proposals which you intend to present at the next Annual Meeting must be received before November 20, 2017 to be considered for inclusion in our Proxy Statement and proxy for that meeting. Proposals should be made in accordance with Securities and Exchange Commission Rule 14a-8.

Directors' Attendance at the Annual Meeting of Shareholders

Our directors are encouraged to attend the Annual Meeting. At the 2016 Annual Meeting, all directors were in attendance.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and certain officers and persons who own more than 10% of our common stock, to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock. These officers, directors, and greater than 10% shareholders are required by SEC regulation to furnish us with copies of these reports.

To our knowledge, based solely on review of the copies of such reports furnished, during the year ended December 31, 2016 all Section 16(a) filing requirements were satisfied, with respect to the applicable officers, directors, and greater than 10% beneficial owners with the exception of the following: Director Opperman filed one late report for one reportable transaction and executive officer Schwind filed one late report for one reportable transaction.

Other Matters

We will bear the cost of soliciting proxies. In addition to solicitation by mail, officers and other employees may solicit proxies by telephone or in person, without compensation other than their regular compensation.

As to Other Business Which May Come Before the Meeting

We do not intend to bring any other business before the meeting for action. However, if any other business should be presented for action, it is the intention of the persons named in the enclosed form of proxy to vote in accordance with their judgment on such business.

By order of the Board of Directors

Debra Campbell, Secretary

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Forward Looking Statements

This report contains certain forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend such forward looking statements to be covered by the safe harbor provisions for forward looking statements contained in the Private Securities Litigation Reform Act of 1995, and are included in this statement for purposes of these safe harbor provisions. Forward looking statements, which are based on certain assumptions and describe future plans, strategies and expectations, are generally identifiable by use of the words “believe,” “expect,” “intend,” “anticipate,” “estimate,” “project” or similar expressions. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on the operations and future prospects include, but are not limited to, changes in: interest rates, general economic conditions, monetary and fiscal policy, the quality or composition of the loan or investment portfolios, demand for loan products, fluctuation in the value of collateral securing our loan portfolio, deposit flows, competition, demand for financial services in our market area, and accounting principles, policies and guidelines. These risks and uncertainties should be considered in evaluating forward looking statements and undue reliance should not be placed on such statements. Further information concerning our business, including additional factors that could materially affect our consolidated financial results, is included in our filings with the SEC.

The acronyms and abbreviations identified below may be used throughout this report or in our other SEC filings. You may find it helpful to refer back to this page while reading this report.

| | |
|---|---|
| AFS: Available-for-sale | GAAP: U.S. generally accepted accounting principles |
| ALLL: Allowance for loan and lease losses | GLB Act: Gramm-Leach-Bliley Act of 1999 |
| AOCI: Accumulated other comprehensive income (loss) | IFRS: International Financial Reporting Standards |
| ASC: FASB Accounting Standards Codification | IRR: Interest rate risk |
| ASU: FASB Accounting Standards Update | JOBS Act: Jumpstart our Business Startups Act |
| ATM: Automated Teller Machine | LIBOR: London Interbank Offered Rate |
| BHC Act: Bank Holding Company Act of 1956 | N/A: Not applicable |
| CFPB: Consumer Financial Protection Bureau | N/M: Not meaningful |
| CIK: Central Index Key | NASDAQ: NASDAQ Stock Market Index |
| CRA: Community Reinvestment Act | NASDAQ Banks: NASDAQ Bank Stock Index |
| DIF: Deposit Insurance Fund | NAV: Net asset value |
| DIFS: Department of Insurance and Financial Services | NOW: Negotiable order of withdrawal |
| Directors Plan: Isabella Bank Corporation and Related Companies Deferred Compensation Plan for Directors | NSF: Non-sufficient funds |
| Dividend Reinvestment Plan: Isabella Bank Corporation Stockholder Dividend Reinvestment Plan and Employee Stock Purchase Plan | OCI: Other comprehensive income (loss) |
| Dodd-Frank Act: Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 | OMSR: Originated mortgage servicing rights |
| ESOP: Employee stock ownership plan | OREO: Other real estate owned |
| Exchange Act: Securities Exchange Act of 1934 | OTTI: Other-than-temporary impairment |
| FASB: Financial Accounting Standards Board | PBO: Projected benefit obligation |
| FDI Act: Federal Deposit Insurance Act | PCAOB: Public Company Accounting Oversight Board |
| FDIC: Federal Deposit Insurance Corporation | Rabbi Trust: A trust established to fund the Directors Plan |

Explanation of Responses:

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FFIEC: Federal Financial Institutions Examinations Council

FRB: Federal Reserve Bank

FHLB: Federal Home Loan Bank

Freddie Mac: Federal Home Loan Mortgage Corporation

FTE: Fully taxable equivalent

SEC: U.S. Securities & Exchange
Commission

SOX: Sarbanes-Oxley Act of 2002

TDR: Troubled debt restructuring

XBRL: eXtensible Business Reporting
Language

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Common Stock and Dividend Information

Our authorized common stock consists of 15,000,000 shares, of which 7,821,069 shares are issued and outstanding as of December 31, 2016. As of that date, there were 3,082 shareholders of record.

Our common stock is traded in the over-the-counter market. Our common stock is quoted on the OTCQX market tier of the OTC Markets Group Inc.'s ("OTC Markets") electronic quotation system (www.otcm Markets.com) under the symbol "ISBA". Other trades in our common stock occur in privately negotiated transactions from time-to-time of which we may have little or no information.

We have reviewed the information available as to the range of reported high and low bid quotations, including high and low bid information as reported by OTC Markets. The following table sets forth our compilation of that information for the periods indicated. Price information obtained from OTC Markets reflects inter-dealer prices, without retail mark-up, mark-down, or commissions and may not necessarily represent actual transactions. The following compiled data is provided for information purposes only and should not be viewed as indicative of the actual or market value of our common stock.

| | Number of Common Shares | Sale Price Low High | |
|----------------|-------------------------------|------------------------|---------|
| 2016 | | | |
| First Quarter | 81,184 | \$27.25 | \$29.90 |
| Second Quarter | 47,680 | 27.63 | 28.25 |
| Third Quarter | 71,614 | 27.60 | 28.08 |
| Fourth Quarter | 53,496 | 27.60 | 28.35 |
| | 253,974 | | |
| 2015 | | | |
| First Quarter | 81,754 | \$22.00 | \$23.50 |
| Second Quarter | 94,019 | 22.70 | 23.80 |
| Third Quarter | 143,183 | 22.75 | 23.85 |
| Fourth Quarter | 109,276 | 23.50 | 29.90 |
| | 428,232 | | |

The following table sets forth the cash dividends paid for the following quarters:

| | Per Share | |
|----------------|-----------|--------|
| | 2016 | 2015 |
| First Quarter | \$0.24 | \$0.23 |
| Second Quarter | 0.24 | 0.23 |
| Third Quarter | 0.25 | 0.24 |
| Fourth Quarter | 0.25 | 0.24 |
| Total | \$0.98 | \$0.94 |

We have adopted and publicly announced a common stock repurchase plan. The plan was last amended on December 21, 2016, to allow for the repurchase of an additional 200,000 shares of common stock after that date. These authorizations do not have expiration dates. As shares are repurchased under this plan, they are retired and revert back to the status of authorized, but unissued shares.

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The following table provides information for the unaudited three month period ended December 31, 2016, with respect to our common stock repurchase plan:

| | Common Shares Repurchased | Average Price Per Common Share | Total Number of Common Shares Purchased as Part of Publicly Announced Plan or Program | Maximum Number of Common Shares That May Yet Be Purchased Under the Plans or Programs |
|---|------------------------------|--------------------------------------|--|---|
| Balance, September 30 | | | | 60,575 |
| October 1 - 31 | 19,538 | \$ 27.79 | 19,538 | 41,037 |
| November 1 - 30 | 19,821 | 27.80 | 19,821 | 21,216 |
| December 1-21 | 11,659 | 28.13 | 11,659 | 9,557 |
| Additional Authorization (200,000 shares) | | | | 209,557 |
| December 22 - 31 | 9,600 | 28.02 | 9,600 | 199,957 |
| Balance, December 31 | 60,618 | \$ 27.90 | 60,618 | 199,957 |

Information concerning securities authorized for issuance under equity compensation plans appears under Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Stock Performance

The following graph compares the cumulative total shareholder return on our common stock for the last five years with the cumulative total return on (1) NASDAQ, which is comprised of all United States common shares traded on the NASDAQ and (2) the NASDAQ Banks, which is comprised of bank and bank holding company common shares traded on the NASDAQ over the same period. The graph assumes the value of an investment in the Corporation's common stock and each index was \$100 at December 31, 2011 and all dividends are reinvested.

| Year | ISBA | NASDAQ | NASDAQ Banks |
|------------|-----------|-----------|-----------------|
| 12/31/2011 | \$ 100.00 | \$ 100.00 | \$ 100.00 |
| 12/31/2012 | 95.00 | 117.70 | 118.55 |
| 12/31/2013 | 107.70 | 164.65 | 167.52 |
| 12/31/2014 | 105.60 | 188.87 | 175.58 |
| 12/31/2015 | 145.80 | 202.25 | 190.97 |
| 12/31/2016 | 140.60 | 220.13 | 262.04 |

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Results of Operations (Dollars in thousands except per share amounts)

The following table outlines the results of operations and provides certain key performance measures as of, and for the years ended, December 31:

| | 2016 | 2015 | 2014 | 2013 | 2012 |
|------------------------------|----------|----------|----------|----------|----------|
| INCOME STATEMENT DATA | | | | | |
| Interest income | \$53,666 | \$51,502 | \$51,148 | \$50,418 | \$53,123 |
| Interest expense | 10,865 | 10,163 | 9,970 | 11,021 | 13,423 |
| Net interest income | 42,801 | 41,339 | 41,178 | 39,397 | 39,700 |
| Provision for loan losses | (135) | (2,771) | (668) | 1,111 | 2,300 |
| Noninterest income | 11,108 | 10,359 | 9,325 | 10,175 | 11,530 |
| Noninterest expenses | 37,897 | 36,051 | 35,103 | 33,755 | 34,361 |
| Federal income tax expense | 2,348 | 3,288 | 2,344 | 2,196 | 2,363 |
| Net Income | \$13,799 | \$15,130 | \$13,724 | \$12,510 | \$12,206 |
| PER SHARE | | | | | |
| Basic earnings | \$1.77 | \$1.95 | \$1.77 | \$1.63 | \$1.61 |
| Diluted earnings | \$1.73 | \$1.90 | \$1.74 | \$1.59 | |