

LANDMARK BANCORP INC
 Form 4
 February 10, 2005

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 *
OLIPHANT MARK J

2. Issuer Name and Ticker or Trading Symbol
LANDMARK BANCORP INC [LARK]

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

(Last) (First) (Middle)
2005 CIRCLE LAKE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Market President

DODGE CITY, KS 67801
 (City) (State) (Zip)

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

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)
Common Stock				(A) or (D)	135 ⁽¹⁾	D	
Common Stock				(A) or (D)	119 ⁽¹⁾	I	ESOP
Common Stock				(A) or (D)	1,389 ⁽¹⁾	I	IRA

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

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number.

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)
Options to acquire common stock	\$ 15.22 <u>(1)</u>					Date Exercisable 01/01/2002 Expiration Date 01/01/2012	Common Stock 608 <u>(1)</u>
Options to acquire common stock	\$ 27.81 <u>(1)</u>	03/29/2004		A	7,623 <u>(1)</u>	03/29/2005 <u>(2)</u> Expiration Date 03/29/2014	Common Stock 7,623 <u>(1)</u>
Options to acquire common stock	\$ 15.22 <u>(1)</u>					<u>(3)</u> Expiration Date 01/01/2012	Common Stock 2,431 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

OLIPHANT MARK J	Director	10% Owner	Officer	Other
2005 CIRCLE LAKE DRIVE			Market President	
DODGE CITY, KS 67801				

Signatures

Mark Herpich as Attorney In Fact for Mark J. Oliphant

09/02/2004

 **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) As adjusted for the Company's 5% stock dividend in December, 2004

(2) Vest equally over the initial 4 years subsequent to grant date beginning March 29, 2005

(3) These options shall vest and may be exercised on a 5 year annual, graded vesting schedule, beginning 10/16/2002

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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