

LCNB CORP  
Form 8-K  
April 23, 2010

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

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FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 20, 2010

LCNB CORP.

(Exact name of Registrant as specified in its Charter)

Ohio  
(State or other jurisdiction of  
incorporation)

0-26121  
(Commission File No.)

31-1626393  
(IRS Employer Identification  
Number)

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2 North Broadway, Lebanon, Ohio  
(Address of principal executive offices)

45036  
(Zip Code)

Registrant's telephone number, including area code: (513) 932-1414

N/A

(Former name or former address, if changed since last report)

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**Item 5.07 Submission of Matters to a Vote of Security Holders**

The Annual Meeting of the shareholders of LCNB Corp. was held on April 20, 2010. At the meeting, the following three items were voted on by the shareholders of LCNB Corp.:

1.

Electing three Class II directors for a three-year term;

2.

Amending Article IV of LCNB Corp. s Amended and Restated Articles of Incorporation to increase the authorized shares of LCNB Corp. common stock from 8,000,000 shares to 12,000,000 shares; and

3.

Ratifying the appointment of J.D. Cloud & Co., LLP as the independent registered accounting firm for LCNB Corp. for the fiscal year ending December 31, 2010.

The following nominees were elected as Class II directors by the votes indicated below. In addition to the votes reported below, there were 931,178 broker non-votes on the proposal for the election of directors.

<u>Director</u>	<u>For</u>	<u>Withheld</u>
Steve P. Foster	4,663,752	136,177
Kathleen Porter Stolle	4,663,130	136,799
Anne E. Krehbiel	4,627,485	172,444

The amendment to Article IV of LCNB Corp. s Amended and Restated Articles of Incorporation was approved by the votes indicated below. There were no broker non-votes on this proposal.

<u>For</u>	<u>Against</u>	<u>Abstained</u>
5,192,246	388,109	150,752

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The ratification of the appointment of J.D. Cloud & Co., LLP as the independent registered accounting firm for LCNB Corp. was approved by the votes indicated below. There were no broker non-votes on this proposal.

<u>For</u>	<u>Against</u>	<u>Abstained</u>
5,567,086	140,401	23,620

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

LCNB CORP.

Date: April 23, 2010

By: /s/ Robert C. Haines II

Robert C. Haines II

Chief Financial Officer