

Mayor Randy
Form 5
February 04, 2013

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Mayor Randy

2. Issuer Name **and** Ticker or Trading
Symbol
HOME BANCSHARES INC
[HOMB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2012

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CFO & Treasurer

P.O. BOX 966

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CONWAY, AR 72033

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â	87,766.8446 (6)	D	Â
Common Stock - Performance Based	Â	Â	Â	Â Â Â	2,000 (5)	D	Â
Common Stock - Restricted	Â	Â	Â	Â Â Â	4,558 (2) (3) (4)	D	Â

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Common Stock	Â	Â	Â	Â	Â	Â	15,095	I	Held by IRA
Common Stock	Â	Â	Â	Â	Â	Â	8,165.015 ⁽¹⁾	I	By 401(k)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mayor Randy P.O. BOX 966 CONWAY, AR 72033	Â X Â Â CFO & Treasurer Â

Signatures

/s/Randy Mayor by Rachel Wesson
02/04/2013
 **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) Includes 31.417 shares acquired through the Home BancShares, Inc. 401(k) Plan since the last filing.
- (2) Restricted Stock granted on January 22, 2010 will vest in 33 1/3% installments over three years each January 22nd.
- (3) Restricted Stock granted on February 2, 2011 will vest in 33 1/3% installments over three years each February 2nd.
- (4) Restricted Stock granted on August 2, 2012 will "cliff" vest 100% three years from award date.

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- The Performance Stock awarded on August 2, 2012 will "cliff" vest on the third annual anniversary of the date that the performance goal
- (5) is met. The performance goal will be met as of the end of the calendar quarter when the Company has averaged \$0.625 diluted earnings per share for four consecutive quarters or \$2.50 total diluted earnings per share over a period of four consecutive quarters.
- (6) Includes 222.1354 shares acquired through the Home BancShares, Inc. Dividend Reinvestment Plan since the last filing.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.