

THUNG ROY T K
Form 4
November 17, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
THUNG ROY T K

2. Issuer Name and Ticker or Trading Symbol
INDEPENDENCE HOLDING CO [IHC]

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

(Last) (First) (Middle)
96 CUMMINGS POINT ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2017

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

STAMFORD, CT 06902

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/16/2017 | | M | | 16,500 A \$ 7.11 | 283,898 | D |
| Common Stock | 11/16/2017 | | D | | 16,500 D \$ 27.65 | 267,398 | D |
| Common Stock | 11/16/2017 | | M | | 82,500 A \$ 9.99 | 349,898 | D |
| Common Stock | 11/16/2017 | | F(1) | | 54,230 D \$ 27.65 | 295,668 | 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)

| 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Option (Right to buy) | \$ 9.99 | 11/16/2017 | | M | 82,500 | (2) 03/19/2018 | Common Stock |
| Stock Appreciation Right | \$ 7.11 | 11/16/2017 | | M | 16,500 | (2) 03/16/2018 | Common Stock |
| Stock Option (Right to buy) | \$ 27.65 | 11/16/2017 | | A | 82,500 | (3) 11/16/2022 | Common Stock |
| Stock Appreciation Right | \$ 27.65 | 11/16/2017 | | A | 16,500 | (3) 11/16/2022 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THUNG ROY T K 96 CUMMINGS POINT ROAD STAMFORD, CT 06902 | X | | Chairman and CEO | |

Signatures

/Roy T.K.
Thung/ 11/17/2017

**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).

Represents a "net exercise" of stock option. The reporting person received 28,270 shares of common stock on net exercise of option to

(1) purchase 82,500 shares of common stock. The Company withheld 54,230 shares of common stock underlying the option for payment of the exercise price and applicable taxes, based on the closing stock price on November 16, 2017 of \$27.65.

(2) Fully vested as of the date hereof.

(3) Vests in three equal annual installments beginning on the one-year anniversary of the grant date.

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.