

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-04-08** | Period of Report: **2013-04-05**  
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### REPORTING OWNER

**Ellsworth H Anderson**

CIK: **1324512**

Type: **4** | Act: **34** | File No.: **000-22537-01** | Film No.: **13747517**

Mailing Address

*P. O. BOX 547*

*BOYERTOWN PA 19512*

### ISSUER

**NATIONAL PENN BANCSHARES INC**

CIK: **700733** | IRS No.: **232215075** | State of Incorporation: **PA** | Fiscal Year End: **1231**

SIC: **6021** National commercial banks

Mailing Address

*PHILADELPHIA AND*

*READING AVES*

*P. O. BOX 547*

*BOYERTOWN PA 19512*

Business Address

*PHILADELPHIA AND*

*READING AVES*

*PO BOX 547*

*BOYERTOWN PA 19512*

*1-800-822-3321*

# FORM 4

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Ellsworth H Anderson</b>			2. Issuer Name and Ticker or Trading Symbol <b>NATIONAL PENN BANCSHARES INC</b> [NPBC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>GEVP, Gen Counsel &amp; Corp Sec.</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/05/2013</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
PHILADELPHIA & READING AVENUES, P. O. BOX 547			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) BOYERTOWN, PA 19512-0547								
(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	04/05/2013		M		700	A	\$10.32	59,461.3798	D	
Common Stock								16,770	I	401k Plan
Common Stock								2,385.9209	I	Spouse

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option	\$6.88	04/05/2013		M		700		02/23/2010	03/23/2019	Common Stock	700	\$ 0	700	D	

(Right to Buy)

**Signatures**

/s/ H. Anderson Ellsworth

\*\* Signature of Reporting Person

04/08/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**