

# SECURITIES AND EXCHANGE COMMISSION

## FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-15** | Period of Report: **2012-12-31**  
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### REPORTING OWNER

**JAMES BROOKE WILLIAMS**

CIK: [1007433](#)

Type: **5** | Act: **34** | File No.: [000-23134](#) | Film No.: **13530721**

Mailing Address  
325 W SIXTH AVE  
COLUMBUS OH 43201

### ISSUER

**NB&T FINANCIAL GROUP INC**

CIK: [908837](#) | IRS No.: **311004998** | State of Incorporation: **OH** | Fiscal Year End: **1231**  
SIC: **6029** Commercial banks, nec

Mailing Address  
48 NORTH SOUTH ST  
WILMINGTON OH 45177

Business Address  
48 NORTH SOUTH ST  
WILMINGTON OH 45177  
9373821441

# FORM 5

- 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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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### ANNUAL 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>JAMES BROOKE WILLIAMS</b>			2. Issuer Name and Ticker or Trading Symbol <b>NB&amp;T FINANCIAL GROUP INC</b> [NBTF]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
2431 BEXLEY PARK ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) BEXLEY, OH 43209								
(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)
				Amount	(A) or (D)	Price			
Common Shares							183,242	D	
Common Shares	11/28/2012		G	580	A	\$17.2	1,625	I	Custodian UGTMA for daughter
Common Shares	11/28/2012		G	580	A	\$17.2	1,625	I	Custodian UGTMA for daughter

**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)
						Date Exercisable	Expiration Date					
					(A) (D)							

Director Stock Option (Right To Buy)	\$21.1						04/26/2007	04/26/2016	Common Shares	1,000		1,000	D	
Director Stock Option (Right To Buy)	\$21.5						04/24/2008	04/24/2017	Common Shares	1,000		1,000	D	
Director Stock Option (Right To Buy)	\$18.63						04/23/2009	04/23/2018	Common Shares	1,000		1,000	D	
Director Stock Option (Right To Buy)	\$15						04/29/2010	04/29/2019	Common Shares	1,000		1,000	D	
Director Stock Option (Right To Buy)	\$18.22						04/28/2011	04/28/2020	Common Shares	1,000		1,000	D	
Director Stock Option (Right To Buy)	\$21.12						04/27/2012	04/27/2021	Common Shares	1,000		1,000	D	
Director Stock Option (Right To Buy)	\$19.22						04/25/2013	04/25/2022	Common Shares	1,000		1,000	D	

**Signatures**

Brooke Williams James

\*\* Signature of Reporting Person

01/15/2013

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.**