

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-23** | Period of Report: **2013-01-22**  
SEC Accession No. [0001127602-13-002490](#)

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

**MARTIN CHRISTIAN F IV**

CIK: **1246955**

Type: **4** | Act: **34** | File No.: **000-22537-01** | Film No.: **13543874**

Mailing Address  
*90 HIGHLAND AVENUE  
BETHLEHEM PA 18017*

### 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

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

### 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>MARTIN CHRISTIAN F IV</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 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. Date of Earliest Transaction (Month/Day/Year) 01/22/2013			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								338,362.6572	D	
Common Stock								4,485	I	Daughter
Common Stock								53,226.9475	I	Spouse
Common Stock								59,455.1779	I (1)	Subsidiary

**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
Phantom Stock (RSUs)	(2)	01/22/2013		A		5,494		(3)	(3)	Common Stock	5,494	\$9.84	30,761.2989	D	
Phantom Stock	(4)							(5)	(5)	Common Stock	25,979.8877		25,979.8877	D	

(Deferred  
Stock)

**Explanation of Responses:**

1. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
2. 1 for 1
3. The phantom stock units granted under the National Penn Bancshares, Inc. Long-Term Incentive Compensation Plan are to be settled in National Penn Bancshares, Inc. common stock upon the reporting person's retirement from the Board.
4. 1 for 1
5. The phantom stock units were accrued under the National Penn Bancshares, Inc. Directors' Fee Plan and are to be settled in National Penn Bancshares, Inc. common stock upon the reporting person's retirement as a director or reaching the age of 65, as elected by such person.

**Signatures**

/s/ H. Anderson Ellsworth, by power of attorney

\*\* Signature of Reporting Person

01/22/2013

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.**