

# 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. [0001127602-13-002498](#)

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### REPORTING OWNER

#### **ROTH C ROBERT**

CIK: **1145540**

Type: **4** | Act: **34** | File No.: **000-22537-01** | Film No.: **13543898**

Mailing Address  
NATIONAL PENN  
BANCSHARES INC  
PHILADELPHIA & READING  
AVENUES  
BOYERTOWN PA 19512

### ISSUER

#### **NATIONAL PENN BANCSHARES INC**

CIK: **700733** | IRS No.: **232215075** | State of Incorp.: **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>ROTH C ROBERT</b>			2. Issuer Name and Ticker or Trading Symbol <b>NATIONAL PENN BANCSHARES INC</b> <b>[NPBC]</b>			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) <b>01/22/2013</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) <b>BOYERTOWN, PA 19512-0547</b>								
(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								45,691.6459 <sup>(1)</sup>	D	
Common Stock								3,043.468 <sup>(1)</sup>	I	Spouse Ira

**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		Date Exercisable	Expiration Date						Amount or Number of Shares
Phantom Stock (RSUs)	<sup>(2)</sup>	01/22/2013		<u>A</u>		5,494	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	5,494	\$9.84	31,827.1687 <sup>(4)</sup>	D	

#### Explanation of Responses:

1. Balance includes shares acquired upon reinvestment of cash dividends under the Company's exempt Dividend Reinvestment Plan.

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. Balance includes Phantom stock units acquired upon "reinvestment of dividends accrued on phantom stock units under the Long-Term Incentive Compensation Plan. Because the Company has a dividend reinvestment plan available to substantially all of its shareholders on terms similar to the dividend reinvestment feature of the Long-Term Incentive Compensation Plan, the acquisition of phantom stock units with "reinvested" dividends is exempt from the line item reporting under SEC Rule 16a-11.

### 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.**