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1ST INDEPENDENCE FINANCIAL GROUP, INC.

Form 4

September 03, 2008

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

SHRYOCK W DUDLEY Sy 1S				2. Issuer Name and Ticker or Trading Symbol 1ST INDEPENDENCE FINANCIAL GROUP, INC. [FIFG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) PO BOX 542 STREET	(First) (N	Middle) E	3. Date of Earliest Transaction (Month/Day/Year) 08/29/2008					_X_ Director Officer (giv below)	Director 10% Owner fficer (give title Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LAWRENCEBURG, KY 40342									Form filed by More than One Reporting Person		
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executi any	emed on Date, if /Day/Year)	Code Disposed of (D)			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)		
Common Stock	08/29/2008			Code V		Amount 5,443	(D)	Price (1)	0	D	
Common Stock	08/29/2008			D	1	1,700	D	(1)	0	I	By IRA

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

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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)	4. Transaction Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	:	ate	7. Title a Amount Underlyi Securitie (Instr. 3	unt of rlying	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title No	umber	

Reporting Owners

Reporting Owner Name / Address	Relationships						
F-	Director	10% Owner	Officer	Other			
SHRYOCK W DUDLEY PO BOX 542 145 COLLEGE STREET LAWRENCEBURG, KY 40342	X						
Cianaturas							

Signatures

/s/ William D. 09/03/2008 Shryock

**Signature of Date
Reporting Person

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).

Disposed of pursuant to that certain Agreement and Plan of Merger, dated as of February 26, 2008, between the issuer and MainSource (1) Financial Group, Inc. in exchange for \$4.418 in cash and 0.7849 shares of MainSource common stock for each share of issuer stock owned at the effective time.

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.

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