

INVESTAR HOLDING CORP Reported by MIDDLETON SUZANNE O

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/02/14 for the Period Ending 06/30/14

| Address | 10500 COURSEY BLVD |
|-------------|-------------------------------|
| | THIRD FLOOR |
| | BATON ROUGE, LA, 70816 |
| Telephone | 225-227-2222 |
| CIK | 0001602658 |
| Symbol | ISTR |
| SIC Code | 6022 - State Commercial Banks |
| Industry | Banks |
| Sector | Financials |
| Fiscal Year | 12/31 |

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| FORM 4 | |
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[] 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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person [*] | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|--|---|---|--|--|--|--|
| 1 0 | | (Check all applicable) | | | | |
| Middleton Suzanne O | Investar Holding Corp [ISTR] | | | | | |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | X Director 10% Owner | | | | |
| (Last) (First) (Middle) | | Officer (give title below) Other (specify below) | | | | |
| 340 LAKE AVENUE | 6/30/2014 | | | | | |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| METAIRIE, LA 70005 (City) (State) (Zip) | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| | | | | - | - | | | | |
|----------------|--------------|---------------------------|-----------------------------------|-------------------------------------|---|--|---|--|--|
| 2. Trans. Date | 2A. Deemed | 3. Trans. Co | de | 4. Securi | ties Acqu | ired (A) | 5. Amount of Securities Beneficially Owned | 6. | 7. Nature |
| | Execution | (Instr. 8) | | or Dispo | sed of (D) | | Following Reported Transaction(s) | Ownership | of Indirect |
| | Date, if any | | | (Instr. 3, | 4 and 5) | | (Instr. 3 and 4) | Form: | Beneficial |
| | | | | | | | | Direct (D) | Ownership |
| | | | | | | | | or Indirect | (Instr. 4) |
| | | | | | (A) or | | | (I) (Instr. | |
| | | Code | V | Amount | (D) | Price | | 4) | |
| 6/30/2014 | | Р | | 1786 | Α | \$14.00 | 23085.6996 | D | |
| | | Execution Date, if any | Execution Date, if any Code | Execution Date, if any Code V | Execution Date, if any (Instr. 8) or Dispon (Instr. 3, Code V | Execution Date, if any Code V Amount (A) or (D) | Execution Date, if any Code V Amount (D) (Instr. 3, 4 and 5) (A) or (D) Price | Execution Date, if any Code V Amount (D) (Instr. 3, 4 and 5) (A) or (D) Price Following Reported Transaction(s) (Instr. 3 and 4) | Execution Date, if any (Instr. 8) or Disposed of (D) (Instr. 3, 4 and 5) Following Reported Transaction(s) Ownership Form: Direct (D) or Indirect (I) (Instr. 3 and 4) Code V Amount (A) or (D) Price Following Reported Transaction(s) Ownership Form: Direct (D) or Indirect (I) (Instr. 4) |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate | 2. | 3. Trans. | 3A. Deemed | 4. Trans. C | Code | 5. Number | of | 6. Date Exer | cisable and | 7. Tit | le and Amount of | 8. Price of | 9. Number of | 10. | 11. Nature |
|----------------------|-------------|-----------|--------------|-------------|------|-----------------------|--------|-----------------|-------------|-----------------------|----------------------------|-------------|----------------|-------------|-------------|
| Security | Conversion | Date | Execution | (Instr. 8) | | Derivative Securities | | Expiration Date | | Securities Underlying | | Derivative | derivative | Ownership | of Indirect |
| (Instr. 3) | or Exercise | | Date, if any | | | Acquired (A) or | | - · · · · | | Derivative Security | | Security | Securities | Form of | Beneficial |
| | Price of | | | | | Disposed o | f (D) | | | (Instr | . 3 and 4) | (Instr. 5) | Beneficially | Derivative | Ownership |
| | Derivative | | | | | (Instr. 3, 4 | and 5) | | | | | | Owned | Security: | (Instr. 4) |
| | Security | | | | | | | | | | | | Following | Direct (D) | |
| | | | | | | | | Date | Expiration | | Amount or Number of | | Reported | or Indirect | |
| | | | | | | | | Exercisable | Date | Title | Amount or Number of Shares | | Transaction(s) | (I) (Instr. | |
| | | | | Code | V | (A) | (D) | | | | | | (Instr. 4) | 4) | |

Explanation of Responses:

Reporting Owners

| Penarting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| Middleton Suzanne O 340 LAKE AVENUE METAIRIE, LA 70005 | X | | | | | | |

Signatures

| /s/ Suzanne O. Middleton | 7/1/2014 |
|----------------------------------|----------|
| ** Signature of Banartine Barson | Date |

Signature of Reporting Person

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 control number.