

Solera National Bancorp, Inc.
 Form 4
 February 28, 2014

FORM 4

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

OMB APPROVAL

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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FENTON ROBERT J

2. Issuer Name and Ticker or Trading Symbol
**Solera National Bancorp, Inc.
 [OTCQB:SLRK]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
319 S. SHERIDAN BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Financial Officer

LAKEWOOD, CO 80226
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$.01 Par Value | 02/28/2014 | | C | 10,000 A | \$ 0 54,375 ⁽³⁾ | D | |
| Common Stock, \$.01 Par Value | | | | | 250 | I | By Son |
| Common Stock, \$.01 Par Value | | | | | 250 | I | By Daughter |
| Common Stock, \$.01 | | | | | 250 | I | By Daughter |

Par Value

Common
Stock, \$.01
Par Value

250

I

By Son

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 3 | 02/28/2014 | | X | 7,500 | <u>(1)</u> 01/14/2021 | Common Stock, \$.01 Par Value | 7,500 |
| Stock Option (Right to Buy) | \$ 3.35 | 02/28/2014 | | X | 2,500 | <u>(2)</u> 01/13/2022 | Common Stock, \$.01 Par Value | 2,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FENTON ROBERT J
319 S. SHERIDAN BLVD.
LAKEWOOD, CO 80226

EVP, Chief Financial Officer

Signatures

Robert J. Fenton 02/28/2014

**Signature of Reporting Person

Date

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).

10,000 Incentive Stock Options were granted to the Reporting Person on January 14, 2011. Beginning February 14, 2011, the Incentive
(1) Stock Options began vesting ratably over 48 equal monthly installments. On February 28, 2014, 7,500 Incentive Stock Options were exercised by the Reporting Person. As a result, 2,500 Stock Options are still held by the Reporting Person exercisable at \$3.00 per share.

10,000 Incentive Stock Options were granted to the Reporting Person on January 13, 2012. Beginning February 13, 2012, the Incentive
(2) Stock Options began vesting ratably over 48 equal monthly installments. On February 28, 2014, 2,500 Incentive Stock Options were exercised by the Reporting Person. As a result, 7,500 Stock Options are still held by the Reporting Person exercisable at \$3.35 per share.

(3) 54,375 shares owned jointly with spouse

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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