

Hollinger Eric P
Form 4
March 04, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hollinger Eric P

2. Issuer Name **and** Ticker or Trading
Symbol
MIDDLEFIELD BANC CORP
[MBCN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
15985 EAST HIGH STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP/Senior Lender

MIDDLEFIELD, OH 44062

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
____ Form filed by More than One Reporting
Person

(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)
Common Stock	03/01/2019		A	573 ⁽¹⁾	A \$ 41.9 573	D	
Common Stock	03/01/2019		F	300	D \$ 41.9 373	D	
Common Stock					200 ⁽²⁾	D	
Common Stock					100 ⁽³⁾	D	
Conditional Stock Award	03/01/2019		A	806	A \$ 42.43 806	D	

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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. F Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Conditonal Stock Award ⁽⁴⁾	\$ 38.6992					<u>(4)</u>	07/20/2020	Common Stock	408	
Conditional Stock Award ⁽⁵⁾	\$ 48.2					<u>(5)</u>	05/22/2021	Common Stock	688	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hollinger Eric P 15985 EAST HIGH STREET MIDDLEFIELD, OH 44062	EVP/Senior Lender

Signatures

Eric P. Hollinger by James R. Heslop, II Power of
Attorney

03/04/2019

 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).

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- (1) Shares were acquired under the terms of a Conditional Stock Grant dated March 1, 2016.
- (2) Includes shares held jointly with spouse.
- (3) Shares are held TOD spouse.
Until the award vests, the award confers no right to vote, no right to dividends, and no other shareholder rights to the recipient.
- (4) Vesting is subject to a time-based or service condition and a performance-based condition. The details of the vesting conditions may be found in a Form 8-K filing dated July 20, 2017.
Until the award vests, the award confers no right to vote, no right to dividends, and no other shareholder rights to the recipient.
- (5) Vesting is subject to a time-based or service condition and a performance-based condition. The details of the vesting conditions may be found in a Form 8-K filing dated May 29, 2018.

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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