

WALSH EUGENE J
Form 4
February 14, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WALSH EUGENE J

2. Issuer Name and Ticker or Trading Symbol
FIDELITY D & D BANCORP INC
[FDBC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6 CARTEL LANE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & COO

SPRINGBROOK
TOWNSHIP, PA 18444

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

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/12/2019 ⁽¹⁾		S	1,965 D	5,873.6971	D	

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

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SEC 1474 (9-02)

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

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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	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. Price or Amount of Security (Instr. 3)
Stock Appreciation Rights	(2)					(3) (4)	Common Stock	11,504

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALSH EUGENE J 6 CARTEL LANE SPRINGBROOK TOWNSHIP, PA 18444			VP & COO	

Signatures

John Pash 02/14/2019

__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).

(1) Sold as follows: 56 shares at \$59.84 on 2/12/19, 50 shares at \$59.80 on 2/13/19 and 1,859 shares at \$58.37 on 2/14/19

(2) 2016 Grant = \$21.60, 2017 Grant = \$26.17, 2018 Grant = \$49.50 and 2019 Grant = \$59.70.

(3) The stock appreciation rights vest in three equal installments beginning on 2/2/2017 for the 2016 grant, on 2/8/2018 for the 2017 grant, on 2/7/2019 for the 2018 grant and on 2/5/2020 for the 2019 grant.

(4) The stock appreciation rights expire as follows: 2/1/2026 for the 2016 grant, 2/7/2027 for the 2017 grant, 2/6/2028 for the 2018 grant and 2/4/2029 for the 2019 grant.

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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