MID PENN BANCORP INC

Form 4/A January 28, 2008

FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

if no longer subject to Section 16. Form 4 or

Check this box

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

Estimated average burden hours per response...

OMB APPROVAL

Form 5 obligations may continue.

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

Issuer

WILLIAMS ERIC S

MID PENN BANCORP INC

(Check all applicable)

Ex. VP & Chief Lending Officer

5. Relationship of Reporting Person(s) to

[(MBP)]

(Month/Day/Year)

Symbol

(First) (Middle) 3. Date of Earliest Transaction

Director X_ Officer (give title Other (specify

below)

5 GRAYSTONE MANOR DR

(Street)

(Month/Day/Year)

11/26/2007

6. Individual or Joint/Group Filing(Check

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

(Instr. 8)

Code

Applicable Line) _X_ Form filed by One Reporting Person

11/26/2007

Form filed by More than One Reporting Person

CAMP HILL, PA 17011

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. Transactionor Disposed of (D) Code

4. Securities Acquired (A) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially

7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership

(Instr. 4)

10% Owner

Following Reported Transaction(s)

or Indirect (Instr. 4)

(A) or Amount (D) Price

(Instr. 3 and 4)

Common Stock

11/26/2007

23.4308 A

540.2998 25.607

Owned

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 (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WILLIAMS ERIC S 5 GRAYSTONE MANOR DR CAMP HILL, PA 17011

Ex. VP & Chief Lending Officer

Signatures

/s/ Eric S. 01/25/2008 Williams

**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).

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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