### Edgar Filing: HESLOP JAMES R II - Form 4

Form 4	IES R II										
April 28, 2009	)										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
		STATES		hington,					OMB Number:	3235-0287	
Check this if no longer subject to Section 16. Form 4 or Form 5 obligations	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								Expires:January 31 2009Estimated average burden hours per response0.8		
may contin See Instruct 1(b).	ue.			vestment					n		
(Print or Type Re	sponses)										
1. Name and Address of Reporting Person <u>*</u> HESLOP JAMES R II			2. Issuer Name and Ticker or Trading Symbol MIDDLEFIELD BANC CORP [MBCN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 15985 EAST BOX 35	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2009					X Director 10% Owner X Officer (give title Other (specify below) Exec. Vice President/COO					
(Street) 4. If Amendment, Date Filed(Month/Day/Year)				ar) Applicable Line) _X_ Form filed by				oint/Group Filing(Check One Reporting Person More than One Reporting			
MIDDLEFIE	LD, OH 44062							Person		porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
	2. Transaction Date (Month/Day/Year)	Executio any	ned n Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	(Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	04/28/2009			P	100	(D) A	\$ 22.65	3,328.485 <u>(1)</u>	D		
Common Stock								404.132 <u>(1)</u>	Ι	by children	

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

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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HESLOP JAMES R II 15985 EAST HIGH STREET P. O. BOX 35 MIDDLEFIELD, OH 44062	Х		Exec. Vice President/COO				
Cianaturaa							

## Signatures

James R. 04/28/2009 Heslop, II

<u>\*\*</u>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) Includes shares acquired under MBCN Dividend Reinvestment Plan.

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.