Edgar Filing: HESLOP JAMES R II - Form 4

Form 4	MES R II											
September 2	0, 2010											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										OMB APPROVAL		
	UNITEDS	Washington, D.C. 20549								3235-0287		
Check the if no long	Ter .								Expires:	January 31, 2005		
subject to Section 1 Form 4 o	6. r	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								average Irs per 0.5		
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns inue. Section 17(a) of the	Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section) of the Investment Company Act of 1940									
(Print or Type F	Responses)											
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)	(First) (M	(First) (Middle) 3. Date of (Month/Da			ansaction			_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below)				
15985 EAS BOX 35	Γ HIGH STREET	, P. O.	09/15/20	010				· · · · · · · · · · · · · · · · · · ·	ice President/C	200		
				ndment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MIDDLEFI	ELD, OH 44062							Form filed by N Person				
(City)	(State) (Zip)	Table	e I - Non-D	erivative	Securi	ties Acc	uired, Disposed o	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution D any (Month/Day)		1				d of	SecuritiesIBeneficially(i)OwnedIFollowing(i)Reported(i)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	09/15/2010			Р	20	А	\$ 17.5	3,839.381 <u>(1)</u>	D			
Common Stock								437.56 <u>(1)</u>	I	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						
1	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. 09/20/2010 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.