Edgar Filing: HESLOP JAMES R II - Form 4

LIEGLOD LAMES D. H

| Form 4 | WIES K II | | | | | | | | | | | |
|--|--|---|--|--------------|---|----------------------|---|--|---|------------------------|--|--|
| March 09, 20 | | | | | | | | | | | | |
| FORM | ITIES AI hington, l | | | NGE (| | PPROVAL 3235-0287 | | | | | | |
| Check thi | s box er STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 5. SECURITIES | | | | | | | | Expires: | January 31, | | |
| if no long subject to Section 1 Form 4 or | | | | | | | | | Estimated burden hou response | urs per | | |
| Form 5 obligatior may conti <i>See</i> Instru 1(b). | inue. Section 17(a | 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 | | | | | | | | | | |
| (Print or Type R | 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) (Middle) 3. Date of (Month/Da | | | | - | | | _X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) | | | | | |
| 15985 EAST BOX 35 | F HIGH STREET, | , P. O. | 03/08/20 |)11 | | | | · · · · · · · · · · · · · · · · · · · | /ice President/C | 200 | | |
| | | | | | endment, 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 M Person | | | | |
| (City) | (State) (2 | Zip) | Table | e I - Non-De | erivative S | Securi | ties Aco | quired, Disposed o | f, or Beneficia | lly Owned | | |
| 1.Title of Security (Instr. 3) | any | | on Date, if Transao Code | | r. 8) (Instr. 3, 4 and 5) | | | SecuritiesIBeneficially(OwnedI | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Indirect Beneficial | | |
| | | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | | | |
| Common Stock | 03/08/2011 | | | Р | 1,000 | А | \$ 16 | 4,882.899 <u>(1)</u> | D | | | |
| Common Stock | | | | | | | | 444.252 <u>(1)</u> | I | by children | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. 03/09/2011 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.