Hollinger Eric P Form 4 June 25, 2018

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

**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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading Hollinger Eric P Symbol MIDDLEFIELD BANC CORP [MBCN]

(Middle)

15985 EAST HIGH STREET

MIDDLEFIELD, OH 44062

(Street)

(First)

06/22/2018 4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to Issuer

Director 10% Owner

(Check all applicable)

Other (specify X\_ Officer (give title below)

**EVP/Senior Lender** 

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

(City)	(State)	Zip) Table	e I - Non-D	erivative :	Secur	ities Acc	quired, Disposed	of, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	06/22/2018(1)		A	528	A	\$ 51.6	528	D	
Common Stock	06/22/2018		F	150	D	\$ 51.6	378	D	
Common Stock							200 (2)	D	
Common Stock							100 (3)	D	

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

#### Edgar Filing: Hollinger Eric P - Form 4

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SEC 1474 (9-02)

> 8. I Dea Sec (In:

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. Transactic Code (Instr. 8)	5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Conditional Stock Award (4)	\$ 32.4					<u>(4)</u>	03/01/2019	Common Stock	458
Conditional Stock Award (5)	\$ 38.6992					<u>(5)</u>	07/20/2020	Common Stock	408
Conditonal Stock Award (6)	\$ 48.2					<u>(6)</u>	05/22/2021	Common Stock	688

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Hollinger Eric P 15985 EAST HIGH S

15985 EAST HIGH STREET EVP/Senior Lender

MIDDLEFIELD, OH 44062

## **Signatures**

Eric P. Hollinger by James R. Heslop, II Power of

Attorney 06/25/2018

\*\*Signature of Reporting Person Date

Reporting Owners 2

Deletionships

### **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) Shares were acquired under the terms of a Conditional Stock Grant dated June 22, 2015.
- (2) Includes shares held jointly with spouse.
- (3) Shares are held TOD spouse.
- Until the award vests, the award confers no right to vote, no right to dividends, and no other shareholder rights to the recipient. Vesting is
- (4) subject to a time-based or service condition and a performance-based condition. The details of the vesting conditions may be found in a Form 8-K filing dated March 4, 2016.
- Until the award vests, the award confers no right to vote, no right to dividends, and no other shareholder rights to the recipient. Vesting is subject to a time-based or service condition and a performance-based condition. The details of the vesting conditions may be found in a Form 8-K filing dated July 20, 2017.
- Until the award vests, the award confers no right to vote, no right to dividends, and no other shareholder rights to the recipient. Vesting is subject to a time-based or service condition and a performance-based condition. The details of the vesting conditions may be found in a Form 8-K filing dated June 25, 2018.

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.