

MIDDLEFIELD BANC CORP

Form 8-K

March 12, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934  
Date of Report (date of earliest event reported): March 10, 2008  
Middlefield Banc Corp.**

(Exact name of registrant specified in its charter)

Ohio	000-32561	34-1585111
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
15985 East High Street, Middlefield, Ohio		44062-0035
(Address of principal executive offices)		(Zip Code)
Registrant's telephone number, including area code <u>(440) 632-1666</u>		
[not applicable]		

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 8.01 Other Events**

At its March 10, 2008 meeting, The Middlefield Banking Company's board of directors approved a salary adjustment, retroactive to January 1, 2008, for President and Chief Executive Officer Thomas G. Caldwell. The Middlefield Banking Company is a wholly owned subsidiary of Middlefield Banc Corp. The salary adjustment was recommended and approved by the Compensation Committee at its March 4, 2008 meeting. Base salary in 2008 for Mr. Caldwell will now be \$221,400, an increase of \$5,400.

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Middlefield Banc Corp.**

Date: March 12, 2008

/s/ James R. Heslop, II  
James R. Heslop, II  
Executive Vice President and COO