

Hollinger Eric P  
Form 4  
March 04, 2019

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hollinger Eric P

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)  
15985 EAST HIGH STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP/Senior Lender

MIDDLEFIELD, OH 44062

4. If Amendment, Date Original  
Filed(Month/Day/Year)

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 I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2019		A	573 <sup>(1)</sup>	A \$ 41.9 573	D	
Common Stock	03/01/2019		F	300	D \$ 41.9 373	D	
Common Stock					200 <sup>(2)</sup>	D	
Common Stock					100 <sup>(3)</sup>	D	
Conditional Stock Award	03/01/2019		A	806	A \$ 42.43 806	D	

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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.**

SEC 1474  
(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Conditonal Stock Award <sup>(4)</sup>	\$ 38.6992					<u>(4)</u>	07/20/2020	Common Stock	408	
Conditional Stock Award <sup>(5)</sup>	\$ 48.2					<u>(5)</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 STREET MIDDLEFIELD, OH 44062	EVP/Senior Lender

## Signatures

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

03/04/2019

                    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).

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- (1) Shares were acquired under the terms of a Conditional Stock Grant dated March 1, 2016.
- (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.
- (4) 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.
- (5) 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 May 29, 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.