FIDELITY D & D BANCORP INC

Form 4

February 05, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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).

(Print or Type Responses)

See Instruction

DEFRANCESCO SALVATORE R S			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
JR FIDELITY [FDBC]			DELITY D & DBC]	D BANG	CORF	PINC	(Check all applicable)				
(Last)	(First) (M	, , , , , , , , , , , , , , , , , , , ,	3. Date of Earliest Transaction (Month/Day/Year)			Director 10% Owner Officer (give titleX Other (specify below)					
117 ILAINA DR			02/03/2015				Treasurer & CFO				
	(Street) 4. If Ame			mendment, Date Original				6. Individual or Joint/Group Filing(Check			
		Fil	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
MOOSIC, PA 18507							Form filed by More than One Reporting Person				
(City)	(State)	Zip)	Table I - Non-	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficiall	y Owned		
1.Title of	2. Transaction Date			4. Secur			5. Amount of	6.	7. Nature of		
Security (Instr. 3)			Code	ion(A) or D (Instr. 3)	-		Securities Ownership Indirect Beneficially Form: Direct Beneficial				
(1115111-15)		(Month/Day			,	,	Owned	(D) or	Ownership		
							Following	Indirect (I)	(Instr. 4)		
					(A)		Reported Transaction(s)	(Instr. 4)			
			Code	/ Amount	or (D)	Price	(Instr. 3 and 4)				
Restricted Stock (1)	02/03/2015		P	600	A	\$ 32.25	10,298.6352	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title a		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Securitie	Inductiving Securities Instr. 3 and 4)	Security (Instr. 5)	Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title N of	umber		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

DEFRANCESCO SALVATORE R JR 117 ILAINA DR MOOSIC, PA 18507

Treasurer & CFO

Signatures

Debra Alimenti 02/05/2015 **Signature of Date Reporting Person

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).
- Stock shall vest 25% each year on the anniversary of the Grant Date over four years conditioned upon the Employees continued employment with the Company as of the Vesting Date

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.

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