

Noone John E  
Form 4  
October 31, 2018

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Noone John E

2. Issuer Name and Ticker or Trading Symbol  
MID PENN BANCORP INC [MPB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2019 MOUNTAIN PINE DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/30/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

MECHANICSBURG, PA 17050  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                     |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Mid Penn Bancorp, Inc. Common Stock | 10/30/2018                           |  | P                              |   | 300 A \$ 24.97  | 20,600   | I By John E. Noone Trust                              |
| Mid Penn Bancorp, Inc. Common Stock | 10/30/2018                           |  | P                              |   | 400 A \$ 24.8975  | 21,000   | I By John E. Noone Trust                              |
| Mid Penn Bancorp,                   | 10/30/2018                           |  | P                              |   | 300 A \$ 25   | 21,300   | I By John E. Noone                                    |

|   |  |  |  |  |                       |   |  |                             |
|---|--|--|--|--|-----------------------|---|--|-----------------------------|
| Inc.<br>Common<br>Stock                         |  |  |  |  |                       |   |  | Trust                       |
| Mid Penn<br>Bancorp,<br>Inc.<br>Common<br>Stock |  |  |  |  | 2,000                 | I |  | By John<br>Noone<br>SEP IRA |
| Mid Penn<br>Bancorp,<br>Inc.<br>Common<br>Stock |  |  |  |  | 872.11 <sup>(1)</sup> | D |  |                             |
| Mid Penn<br>Bancorp,<br>Inc.<br>Common<br>Stock |  |  |  |  | 400 <sup>(2)</sup>    | D |  |                             |

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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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |
|   |  |   |   |                                      |  | Code   | V   | (A)   | (D)   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Noone John E  
2019 MOUNTAIN PINE DRIVE      X  
MECHANICSBURG, PA 17050

## Signatures

/s/ John E.                                      10/31/2018  
Noone

\_\_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).
- (1) Balance includes shares acquired through the Director Stock Purchase Plan and Dividend Reinvestment Plan.
  - (2) Shares granted in the form of restricted stock, which vests 100% on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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