

Hollinger Eric P
 Form 4
 June 25, 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 *
 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)
 06/22/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify 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)
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
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.

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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. 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 STREET MIDDLEFIELD, OH 44062			EVP/Senior Lender	

Signatures

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

06/25/2018

 **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).

(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
(5) 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
(6) 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.