

MIDDLEFIELD BANC CORP  
 Form 4  
 June 24, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 STACY DONALD L

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, P. O.  
 BOX 35  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 06/22/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Treasurer/CFO

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock                    |                                      |                                                    |                                | (A) or (D) Price                                                  | 2,058.412 <sup>(1)</sup><br><u>          </u><br><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.**

SEC 1474  
 (9-02)

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

Edgar Filing: MIDDLEFIELD BANC CORP - Form 4

| 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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock option (right to buy)                | \$ 36.73                                               |                                      |                                                    |                                |                                                                                         | 12/12/2006 12/12/2015                                    | Common Stock                                                  | 1,102                      |
| Stock option (right to buy)                | \$ 40.24                                               |                                      |                                                    |                                |                                                                                         | 12/11/2007 12/11/2016                                    | Common Stock                                                  | 525                        |
| Stock option (right to buy)                | \$ 37                                                  |                                      |                                                    |                                |                                                                                         | 12/10/2008 12/11/2017                                    | Common Stock                                                  | 750                        |
| Stock option (right to buy)                | \$ 23                                                  |                                      |                                                    |                                |                                                                                         | 11/10/2009 11/10/2018                                    | Common Stock                                                  | 1,000                      |
| Stock option (right to buy)                | \$ 17.55                                               |                                      |                                                    |                                |                                                                                         | 05/09/2012 05/09/2021                                    | Common Stock                                                  | 2,500                      |
| Conditional stock award <u>(3)</u>         | \$ 33.61                                               | 06/22/2015                           |                                                    | A                              | 495                                                                                     | <u>(3)</u> 06/22/2018                                    | Common Stock                                                  | 495                        |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |               |       |
|-----------------------------------------------------------------------------------|---------------|-----------|---------------|-------|
|                                                                                   | Director      | 10% Owner | Officer       | Other |
| STACY DONALD L<br>15985 EAST HIGH STREET<br>P. O. BOX 35<br>MIDDLEFIELD, OH 44062 |               |           | Treasurer/CFO |       |

## Signatures

Donald L. Stacy by James R. Heslop, II Power of Attorney

06/24/2015

\*\*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) Includes shares held jointly with son.
- (2) Includes shares acquired under MBCN Dividend Reinvestment Plan.  
Until the award vests, the award confers no right to vote, no right to dividends, and no other shareholder rights to the recipient.
- (3) 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 June 24, 2015.

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.