

CALDWELL THOMAS G

Form 4/A

January 02, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CALDWELL THOMAS G

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2019

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President/Chief Executive Offi

(Street)
MIDDLEFIELD, OH 44062

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/25/2018

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 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	01/02/2019		A	226 ⁽¹⁾	A \$ 42.43	4,085	D
Common Stock					14,222	D ⁽²⁾	
Common Stock					248.94 ⁽³⁾	I	custodian for children

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**

SEC 1474
(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)

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. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 17.55					05/09/2012	05/09/2021	Common Stock	2,500	
Conditional Stock Award ⁽⁴⁾	\$ 32.4					⁽⁴⁾	03/01/2019	Common Stock	865	
Conditional Stock Award ⁽⁵⁾	\$ 38.6992					⁽⁵⁾	07/20/2020	Common Stock	753	
Conditional Stock Award ⁽⁶⁾	\$ 48.2					⁽⁶⁾	05/22/2021	Common Stock	2,240	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALDWELL THOMAS G 15985 EAST HIGH STREET P. O. BOX 35 MIDDLEFIELD, OH 44062	X		President/Chief Executive Offi	

Signatures

Thomas G. Caldwell by James R. Heslop, II Power of Attorney 01/02/2019

__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).

(1) Shares acquired under Director Compensation program for members of the Board of Directors of The Middlefield Banking Company.

(2) Includes shares held jointly with spouse.

(3) Includes shares acquired under MBCN Dividend Reinvestment Plan.

(4) 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 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.

(5) 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 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.

(6) 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 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.