

MIDDLEFIELD BANC CORP  
Form 8-K  
May 13, 2010

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 12, 2010

**Middlefield Banc Corp.**  
(Exact name of registrant as specified in its charter)

<b>Ohio</b> (State or other Jurisdiction of Incorporation)	<b>000-32561</b> (Commission File Number)	<b>34-1585111</b> (IRS Employer Identification No.)
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<b>15985 East High Street</b> <b>Middlefield, Ohio</b> (Address of Principal Executive Offices)	<b>44062</b> (Zip Code)
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Registrant's telephone number, including area code: **(440) 632-1666**

**(not applicable)**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.07 Submission of Matters to a Vote of Security Holders

Middlefield Banc Corp. (the Company) held its Annual Meeting of Shareholders (the Meeting) on May 12, 2010 in Aurora, Ohio. Two proposals were voted upon at the Meeting, which were (1) the election of three (3) persons to serve as directors of the Company for a three-year term expiring at the 2013 Annual Meeting; and (2) the ratification of the selection of S. R. Snodgrass, A.C. as the independent registered public accountants for the fiscal year ending December 31, 2010. The proposals are described in detail in the Proxy Statement mailed to shareholders on or about April 5, 2010.

The results of the proposals appear below:

Proposal 1. Election of Directors

Nominee	Votes	Votes	Broker
	For	Withheld	Non-Votes
Thomas G. Caldwell	885,888	16,283	258,802
William J. Skidmore	882,444	19,727	258,802
Carolyn J. Turk	880,977	21,194	258,802

Proposal 2. Ratification of the selection of S. R. Snodgrass, A. C. as independent registered public accountants.

For	Against	Abstentions	Broker Non-Votes
1,150,758	3,177	8,214	0

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MIDDLEFIELD BANC CORP.

Date: May 13, 2010

/s/ James R. Heslop, II  
Executive Vice President and COO