

HESLOP JAMES R II
 Form 4
 July 12, 2018

FORM 4

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

OMB APPROVAL

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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 *
 HESLOP JAMES R II

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec. Vice President/COO

15985 EAST HIGH STREET, P. O. BOX 35

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

MIDDLEFIELD, OH 44062

(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	07/11/2018		M	A	\$ 23 9,617.736 ⁽¹⁾	D	
Common Stock					586.49 ⁽¹⁾	I	by children

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
Common Stock (right to buy)	\$ 23					11/10/2009 11/10/2018	Common Stock	150
Common Stock (right to buy)	\$ 17.55					05/09/2012 05/09/2021	Common Stock	1,200
Conditional Stock Award ⁽²⁾	\$ 32.4					<u>(2)</u> 03/01/2019	Common Stock	668
Conditional Stock Award ⁽³⁾	\$ 45					<u>(3)</u> 07/20/2020	Common Stock	581
Conditional Stock Award ⁽⁴⁾	\$ 48.2					<u>(4)</u> 06/22/2021	Common Stock	1,202

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HESLOP JAMES R II 15985 EAST HIGH STREET P. O. BOX 35 MIDDLEFIELD, OH 44062	X		Exec. Vice President/COO	

Signatures

James R.
Heslop, II 07/12/2018

**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) Includes shares acquired under the 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. Vesting is

(2) 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

(3) 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

(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 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.

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