

JAKE MICHAEL L
 Form 5/A
 February 12, 2019

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362
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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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
JAKE MICHAEL L

2. Issuer Name and Ticker or Trading Symbol
PEOPLES FINANCIAL SERVICES CORP. [PFIS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Chief Risk Officer

C/O PEOPLES SECURITY BANK & TRUST CO, 150 N WASHINGTON AVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/12/2019

6. Individual or Joint/Group Reporting

(check applicable line)

SCRANTON, PA 18503

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	12/31/2018	^	J	76.3416 A \$ 0 (1)	520.9873	I	PSBT Employee Stock Ownership Plan
Common Stock	^	^	^	^ ^ ^ ^	1,905.081 (2) (3)	D	^

Common Stock	^	^	^	^	^	^	228 ⁽⁴⁾	I	Restricted Stock Award, Grant date 6/30/2017
Common Stock	^	^	^	^	^	^	308 ⁽⁵⁾	I	Restricted Stock Award, Grant date 4/11/18

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. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAKE MICHAEL L C/O PEOPLES SECURITY BANK & TRUST CO 150 N WASHINGTON AVE SCRANTON, PA 18503	^	^	^ EVP, Chief Risk Officer	^

Signatures

Carla Olenchak, Attorney in Fact for Michael L Jake 02/12/2019

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) Represents an allocation of shares under the Issuer's Employee Stock Ownership Plan.
- (2) Balance includes adjustment of 114 shares which is 1 of 3 equal tranches that vested on 6/30/2018 from Restricted Stock Award, Granted 6/30/2017.
- (3) Balance also includes adjustment for an aggregate of 58.914 shares acquired by the reporting person through dividend reinvestment under the Issuer's Dividend Reinvestment and Stock Purchase Plan.
- (4) Balance includes and adjustment of 114 shares that vested on 6/30/2018. The remaining shares will vest in 2 equal tranches beginning June 30, 2019.
- (5) Shares vest in 3 equal tranches beginning April 11, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.