

MIDDLEFIELD BANC CORP
 Form 4
 February 16, 2017

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 *
STACY DONALD L

 (Last) (First) (Middle)
 15985 EAST HIGH STREET, P. O. BOX 35

 (Street)
 MIDDLEFIELD, OH 44062

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MIDDLEFIELD BANC CORP [MBCN]

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2017

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Treasurer/CFO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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)
				(A) or (D) Price			
Common Stock					1,041.317 ⁽¹⁾	D	
Common Stock					19.109 ⁽¹⁾ ⁽²⁾	D	
Common Stock					1,000	I	in IRA

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock (right to buy)	\$ 37					12/10/2008	12/10/2017	Common Stock	750
Common Stock (right to buy)	\$ 17.55					05/09/2012	05/09/2021	Common Stock	2,500
Conditional Stock Award ⁽³⁾	\$ 33.61					⁽³⁾	06/22/2018	Common Stock	495
Conditional Stock Award ⁽⁴⁾	\$ 32.4					⁽⁴⁾	03/01/2019	Common Stock	532
Conditonal Stock Award ⁽⁵⁾	\$ 40.55	02/13/2017		A	212	⁽⁵⁾	04/17/2017	Common Stock	212

Reporting Owners

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

Signatures

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

02/16/2017

__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 MBCN Dividend Reinvestment Plan.

(2) Shares held jointly with son.

(3) 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 June 24, 2015.

(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. The details of the vesting conditions may be found in a Form 8-K filing dated February 16, 2017.

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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