

WALSH EUGENE J  
Form 4  
February 12, 2019

**FORM 4**

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

OMB APPROVAL

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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).

**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 \*  
WALSH EUGENE J

2. Issuer Name and Ticker or Trading Symbol  
FIDELITY D & D BANCORP INC  
[FDBC]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
6 CARTEL LANE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/05/2019

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP & COO

SPRINGBROOK  
TOWNSHIP, PA 18444

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

(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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                  |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock, Restricted (1) (2) | 02/05/2019                           |  | A                              |   | 446 A \$ 59.7   | D  |                                   |
| Common Stock                     | 02/11/2019                           |  | M                              |   | 1,965 A \$ 60.44 (4)  | D  |                                   |
| Common Stock                     | 02/12/2019                           |  | S                              |   | 298 (5) D \$ 60.24  | D  |                                   |

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 required to respond unless the form displays a currently valid OMB control number.

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(9-02)

**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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |
| Stock Appreciation Rights <sup>(1)</sup>   | \$ 59.7  | 02/05/2019                           |  | A                              | 1,586   | 02/05/2020 02/04/2029                                    | Common Stock  |
| Stock Appreciation Rights                  | \$ 60.44   | 02/11/2019                           |  | M                              | 3,059   | <sup>(3)</sup> 02/01/2026                                | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |          |       |
|---|---------------|-----------|----------|-------|
|   | Director      | 10% Owner | Officer  | Other |
| WALSH EUGENE J<br>6 CARTEL LANE<br>SPRINGBROOK TOWNSHIP, PA 18444 |               |           | VP & COO |       |

## Signatures

John Pash 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) The award shall be fully vested at the end of a three year vesting period subject to one third each year or a thirty three and one third percent vesting period per year.
- (2) Once an award has vested, it shall be subject to a hold on sale restriction for two years from the date of vesting.
- (3) The stock appreciation rights vest in 3 equal installments or thirty three and one third percent equally each year starting on 02/02/2017.
- (4) Closing price on date of exercise.

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(5) Sale to cover tax liability.

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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