

MIDDLEFIELD BANC CORP

Form 5

February 14, 2014

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
HESLOP JAMES R II

(Last) (First) (Middle)

15985 EAST HIGH STREET,Â P.
O. BOX 35

(Street)

2. Issuer Name and Ticker or Trading
SymbolMIDDLEFIELD BANC CORP
[MBCN]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20134. 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)

Exec. Vice President/COO

6. Individual or Joint/Group Reporting

(check applicable line)

MIDDLEFIELD,Â OHÂ 44062

☒ 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)
Common Stock	Â	Â	Â	Â	Â	6,229.254 (1)	D
Common Stock	Â	Â	Â	Â	Â	512.686 (1)	I
							by children

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.**SEC 2270
(9-02)

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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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option Granted 12/13/2004	\$ 30.45	Â	Â	Â	Â Â	12/13/2005 12/13/2014	Common Stock 2,315
Stock Option Granted 12/12/2005	\$ 36.73	Â	Â	Â	Â Â	12/12/2006 12/12/2015	Common Stock 1,653
Stock Option Granted 12/11/2006	\$ 40.24	Â	Â	Â	Â Â	12/11/2007 12/11/2016	Common Stock 525
Stock Option Granted 11/10/2008	\$ 23	Â	Â	Â	Â Â	11/10/2009 11/10/2018	Common Stock 1,000
Stock Option Granted 05/09/2011	\$ 17.55	Â	Â	Â	Â Â	05/09/2012 05/09/2021	Common Stock 2,500

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	Â X Â Â Exec. Vice President/COO Â

Signatures

James R.
Heslop, II

02/14/2014

__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.

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.