### Edgar Filing: WALSH EUGENE J - Form 4

February 14, 2019       OMB APPROVAL         FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB APPROVAL         Check this box if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       CMB APPROVAL         Form 4 or Form 5       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 16(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 16(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       S. Relationship of Reporting Person(s) to Issuer         (Print or Type Responses)       S. Relationship of Reporting Person 1       2. Issuer Name and Ticker or Trading Symbol       S. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Director       10% Owner         6 CARTEL LANE       02/12/2019       VP & COO       Secoring Person Person       S. Mount or Jonger Secoring Person Net COO         SPRINGBROOK TOWNSHIP, PA 18444       (State)       (Zip)       Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         (Instr. 3)       (Month/Day/Year)       3. 4. Securities       S. Amount of Securities (Month/Day/Year)       S. Amount of Securities Mounth on Reporting Person Person       S. Amount of Securities (Month/Day/Year)	WALSH EU	JGENE J									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB APPROVAL Number: 3235-0287         Check this box is from longer subject to Section 16. Form 4 or Form 5 obligations may continue. Set Instruction 16.).       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       CMB Number: 3235-0287         Form 4 or Form 5 obligations may continue. Set Instruction 16.).       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       Filed pursuant to Section 17(a) of the Public Utility Holding Company Act of 1940       State Section 17(a) of the Public Utility Holding Company Act of 1940         (Print or Type Responses)       State of Exporting Person <sup>1</sup> (Month/Day/Year)       2. Issuer Name and Ticker or Trading Symbol HDELITY D & D BANCORP INC (DEPEC]       State of Exporting Person(s) to Issuer       Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Check all applicable in VP & COO       Director VP & COO         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable in VP reson       Month/Day/Person Form filed by One Reporting Person Form Direct Indirect Indirect Indirect Indirect Indirect Indirect Indirect Form Direct Indirect Form Dir	Form 4	2010									
Check this box if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       MB Number: January 31, Expires: January 31, State State January 31, January 31, State January 31, State January 31, State January 31, State January 31, State January 31, January 31, State January 31, State Januar											
Washington, D.C. 20549       Number: 3225-0287         Number: 3225-0287       Statement of subject to section and the section of the sectin the section of the sectin of the sectin of th	FORM	14 UNIT	ED STATE	S SECUD	ITIES A	ND EVCHANCE	COMMISSION		PPROVAL		
Check this box       January 31, 2005         if no longer       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF       Expires: 2005         Section 16.       SECURITIES         Form 4 or       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section         Section 17(a) of the Public Utility Holding Company Act of 1935 or Section       30(h) of the Investment Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940         (I(b).       (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         WALSH EUGENE J       Symbol       FIDELITY D & D BANCORP INC (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction Month/Day/Year)       Director       10% Owner         (City)       (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)       2. Form filed by More than One Reporting Person         SPRINGBROOK       (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         I.Title of       2. Transaction Date       2.A. Deemed       3.       4. Securities       5. Amount of       6. Ownership       7. Nature of Code		UNII						OND	3235-0287		
ability of Subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       Estimated average burden hours per response         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 30(h) of the Investment Company Act of 1940       0.5         (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       5. Relationship of Reporting Person(s) to Issuer         6 CARTEL LANE       02/12/2019       (Check all applicable)         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) -X. Form filed by More than One Reporting Person         SPRINGBROOK TOWNSHIP, PA 184444       3. 4. Securities (Month/Day/Year)       5. Amount of Reporting Person -Form filed by More than One Reporting Person         Security (Instr. 3)       (Month/Day/Year)       3. 4. Securities TransactionAcquired (A) or any       5. Amount of Code       6. Ownership 7. Nature of Security (Instr. 4)				• • <b>u</b> 5		D.C. 2034)			January 31,		
Section 16. SECURITIES Estimated average response 0.5 Form 4 or response 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person 1 2. Issuer Name and Ticker or Trading S. Relationship of Reporting Person(s) to Issuer WALSH EUGENE J Symbol FIDELITY D & D BANCORP INC [FDBC] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Delow) For (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) VP & COO (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership 7. Nature of Relation (Month/Day/Year) (Instr. 4) (Instr. 4) Reported			EMENT O	F CHAN	CHANGES IN BENEFICIAL OWNERSHIP OF						
Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       0.5         (Print or Type Responses)       30(h) of the Investment Company Act of 1940       1940         1(b).       Symbol       5. Relationship of Reporting Person(s) to Issuer       5. Relationship of Reporting Person(s) to Issuer         (Print or Type Responses)       Symbol       FIDELITY D & D BANCORP INC [FDBC]       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)											
Form 5 obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1934, obligations 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)       30(h) of the Investment Company Act of 1940         1. Name and Address of Reporting Person <sup>+</sup> WALSH EUGENE J       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Itast)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       5. Relationship of Reporting Person(s) to Issuer         6 CARTEL LANE       02/12/2019       Director (Month/Day/Year)       10% Owner (Delow)         SPRINGBROOK TOWNSHIP, PA 18444       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) -X. Form filed by One Reporting Person Form filed by One Reporting Person F											
may continue.       Section 17(a) of the Public Outry Holding Company Act of 1935 of Section         See Instruction 1(b).       30(h) of the Investment Company Act of 1940         (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         I. Name and Address of Reporting Person *       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         WALSH EUGENE J       Symbol       FIDELITY D & D BANCORP INC [FDBC]       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Director       10% Owner         6 CARTEL LANE       02/12/2019		Filed	pursuant to	Section 16	b(a) of the	e Securities Excha	nge Act of 1934,				
See Instruction 1(b).       30(h) of the Investment Company Act of 1940         (Print or Type Responses)       1. Name and Address of Reporting Person <sup>+</sup> .       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         WALSH EUGENE J       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       5. Relationship of Reporting Person(s) to Issuer         6 CARTEL LANE       02/12/2019       Director (Month/Day/Year)       Director VP & COO         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form: Direct An One Reporting Person         SPRINGBBROOK TOWNSHIP, PA 18444       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Scurites Security       5. Amount of (Month/Day/Year)       6. Ownership TransactionAcquired (A) or Beneficially       5. Amount of D) or       6. Ownership Pollowing       7. Nature of Beneficially					•	· · ·		n			
(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]  (Last)  (Last)  (First)  (Middle)  3. Date of Earliest Transaction (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  5PRINGBROOK  (City)  (State)  (Zip)  Table I - Non-Derivative Securities  5. Relationship of Reporting Person(s) to Security (Month/Day/Year)  2. Transaction Date 2. A. Deemed  3. 4. Securities  5. A Securities  5. Relationship of Reporting Person(s) to Security (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  3. Date of Earliest  5. Relationship of Reporting Person(s) to Security (Month/Day/Year)  3. Date of Earliest  5. Relationship of Reporting Person(s) to Security (Month/Day/Year)  5. Relationship of Reporting Person  5. Relationship of Reporting Person(s)  5			30(h)	) of the Inv	vestment	Company Act of 1	940				
1. Name and Address of Reporting Person <sup>+</sup> 2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         WALSH EUGENE J       Symbol       FIDELITY D & D BANCORP INC [FDBC]       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)	1(b).										
1. Name and Address of Reporting Person <sup>+</sup> 2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         WALSH EUGENE J       Symbol       FIDELITY D & D BANCORP INC [FDBC]       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)	(Print or Type ]	Responses)									
WALSH EUGENE J       Symbol       Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Issuer         6 CARTEL LANE       02/12/2019       Issuer       Director       10% Owner         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)       Applicable Line)         SPRINGBROOK TOWNSHIP, PA 18444       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned       Form filed by One Reporting Person Form filed by More than One Reporting Person         1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Securities Auguina Scurities       6. Ownership Form: Direct       7. Nature of Securities Beneficially         1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Securities Beneficially       6. Ownership Following (Instr. 4)       7. Nature of Securities Beneficially	(I line of Type I	(csponses)									
WALSH EUGENE J       Symbol       Issuer         Issuer       FIDELITY D & D BANCORP INC       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction	1. Name and A	Address of Repor	ting Person <sup>*</sup>	2. Issuer	Name and	Ticker or Trading	5. Relationship of	Reporting Per	rson(s) to		
$ \begin{array}{c c c c c c c c c c c c c c c c c c c $		-		Symbol			· · · ·				
(Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)											
6 CARTEL LANE       (Month/Day/Year)				[FDBC]			(Chec	k all applicabl	e)		
6 CARTEL LANE 02/12/2019 below) VP & COO (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 2. Transaction Date 2A. Deemed 3. 4. Securities Security (Month/Day/Year) Execution Date, if any Code Disposed of (D) Beneficially (D) or Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)	(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction	Director	109	% Owner		
6 CARTEL LANE 02/12/2019 VP & COO (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person _Form filed by More than One Reporting Person SPRINGBROOK TOWNSHIP, PA 18444 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Month/Day/Year) 2A. Deemed 3. 4. Securities Security (Month/Day/Year) Execution Date, if Instr. 3) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 4) (Instr. 4) Reported				(Month/Day/Year)							
Filed(Month/Day/Year)       Applicable Line) 	6 CARTEL LANE			02/12/2019			/				
Filed(Month/Day/Year)       Applicable Line) 		(Street)		4 If Amer	ndment Dat	te Original	6 Individual or Id	oint/Group Fili	ng(Check		
SPRINGBROOK TOWNSHIP, PA 18444       (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security (Instr. 3)       2. Transaction Date, if any       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Securities       6. Ownership Form: Direct       7. Nature of Indirect         (Instr. 3)       (Month/Day/Year)       2A. Deemed (Month/Day/Year)       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Securities       6. Ownership Form: Direct       7. Nature of Indirect         (Instr. 4)       (Month/Day/Year)       (Month/Day/Year)       8. (Instr. 3, 4 and 5)       0wned       Indirect (I)       Ownership Following		()									
SPRINOBROOK         Person         Person         TOWNSHIP, PA 18444         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security       2. Transaction Date       2A. Deemed       3.       4. Securities       5. Amount of       6. Ownership       7. Nature of         Security       (Month/Day/Year)       Execution Date, if any       TransactionAcquired (A) or Code       Securities       Form: Direct       Indirect         (Instr. 3)       (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       Indirect (I)       Ownership         Following       (Instr. 4)       (Instr. 4)       Reported							_X_ Form filed by (				
TOWNSHIP, PA 18444         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security       2. Transaction Date       2A. Deemed       3.       4. Securities       5. Amount of       6. Ownership       7. Nature of         (Instr. 3)       (Month/Day/Year)       Execution Date, if any       TransactionAcquired (A) or       Securities       Form: Direct       Indirect         (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       Indirect (I)       Ownership         Following       (Instr. 4)       (Instr. 4)       Reported       Reported	SPRINGBR	ROOK						Iore than One R	eporting		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed3.4. Securities TransactionAcquired (A) or Disposed of (D)5. Amount of Securities6. Ownership Form: Direct7. Nature of Indirect(Instr. 3)any (Month/Day/Year)Code (Month/Day/Year)Disposed of (D) (Instr. 8)Beneficially Owned(D) or Indirect (I)Beneficial Ownership Following Reported	TOWNSHI	P, PA 18444					1010011				
Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or (Instr. 3) Execution Date, if TransactionAcquired (A) or any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 4) (Instr. 4) Reported Form: Direct Indirect (I) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)	(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities A	cquired, Disposed of	f, or Beneficia	lly Owned		
(Instr. 3)any (Month/Day/Year)Code (Instr. 8)Disposed of (D) (Instr. 3, 4 and 5)Beneficially Owned(D) or Indirect (I)Beneficial Ownership Following (Instr. 4)(Instr. 3)(Instr. 8)(Instr. 3, 4 and 5)Beneficially Owned(D) or Indirect (I)Beneficial Ownership Following Reported	1.Title of	2. Transaction	Date 2A. De	emed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of		
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Following (Instr. 4) (Instr. 4) Reported	(Instr. 3)		2	/Day/Vear)		· · ·	•	× /			
Reported			(monul	(Day I cal)	(msu. 8)	(msu. 5, 4 and 5)		· · ·	•		
(A) Transaction(c)						(A)	Reported				

Common Stock 02/12/2019(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

S

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.

(Instr. 3 and 4)

5,873.6971

D

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

or

<u>(1)</u>

Code V Amount (D) Price

1,965 D

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Reporting	Owners

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pri Deriv Secu (Insti
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Appreciation Rights	<u>(2)</u>				(3)	(4)	Common Stock	11,504	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
WALSH EUGENE J 6 CARTEL LANE SPRINGBROOK TOWNSHIP, PA 18444			VP & COO			
Signaturos						

# Signatures

John Pash 02/14/2019 \*\*Signature of Date Reporting Person

## **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) Sold as follows: 56 shares at \$59.84 on 2/12/19, 50 shares at \$59.80 on 2/13/19 and 1,859 shares at \$58.37 on 2/14/19
- (2) 2016 Grant = \$21.60, 2017 Grant = \$26.17, 2018 Grant = \$49.50 and 2019 Grant = \$59.70.
- The stock appreciation rights vest in three equal installments beginning on 2/2/2017 for the 2016 grant, on 2/8/2018 for the 2017 grant, on (3) 2/7/2019 for the 2018 grant and on 2/5/2020 for the 2019 grant.
- The stock appreciation rights expire as follows: 2/1/2026 for the 2016 grant, 2/7/2027 for the 2017 grant, 2/6/2028 for the 2018 grant and (4) 2/4/2029 for the 2019 grant.

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