#### MIDDLEFIELD BANC CORP

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

Form 5

February 17, 2015

**OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer HESLOP JAMES R II Symbol MIDDLEFIELD BANC CORP (Check all applicable) [MBCN] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) \_X\_ Director 10% Owner \_X\_\_ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2014 Exec. Vice President/COO 15985 EAST HIGH STREET. P. O. BOX 35 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) MIDDLEFIELD, OHÂ 44062 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 5. Amount of 6. Ownership 7. Nature of 4. Securities Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common Â Â Â Â Â Â 6,424,571 D Stock Common by Â Â Â Â Â Â 530.71 Ι Stock children

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**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 12/12/2005	\$ 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					
<b></b>	Director	10% Owner	Officer	Other		
HESLOP JAMES R II 15985 EAST HIGH STREET P. O. BOX 35 MIDDLEFIELD, OH 44062	ÂX	Â	Exec. Vice President/COO	Â		

# **Signatures**

James R. Heslop, II	02/17/2015			
**Signature of Reporting Person	Date			

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### **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).

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.