

O'Donnell Kristin D
 Form 4/A
 November 27, 2017

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 *
 O'Donnell Kristin D

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)
 31 SUNSET DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/26/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

JEFFERSON
 TOWNSHIP, PA 18436

4. If Amendment, Date Original Filed(Month/Day/Year)
 09/26/2017

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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock ⁽¹⁾	09/26/2017		P		180	A	\$ 50	30,914.814	D	
Common Stock ⁽²⁾								30,016.4366	I	by spouse THOMAS J ODONNELL
Common Stock ⁽³⁾								2,226.8223	I	by spouse and child, THOMAS J O'DONNELL CUST MEGAN

Common Stock ⁽⁴⁾	2,726.8223	I	O'DONNELL UGMA PA by spouse and child THOMAS J O'DONNELL CUST SARAH O'DONNELL UGMA PA
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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Donnell Kristin D 31 SUNSET DRIVE JEFFERSON TOWNSHIP, PA 18436	X			

Signatures

Debra Alimenti 11/27/2017

 **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) On the original 9-26-17 Form 4 filing the Table I column 5 numbers of shares was inadvertently reported as the cumulative total of securities beneficially owned. The Table I column 5 totals have been amended to show the total securities beneficially owned by the nature of ownership.

(2) On the original 9-26-17 Form 4 filing the Table I column 5 numbers of shares was inadvertently reported as the cumulative total of securities beneficially owned. The Table I column 5 totals have been amended to show the total securities beneficially owned by the nature of ownership.

(3) On the original 9-26-17 Form 4 filing the Table I column 5 numbers of shares was inadvertently reported as the cumulative total of securities beneficially owned. The Table I column 5 totals have been amended to show the total securities beneficially owned by the nature of ownership.

(4) On the original 9-26-17 Form 4 filing the Table I column 5 numbers of shares was inadvertently reported as the cumulative total of securities beneficially owned. The Table I column 5 totals have been amended to show the total securities beneficially owned by the nature of ownership.

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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