

MIDDLEFIELD BANC CORP
 Form 5
 February 17, 2015

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
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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).
 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

1. Name and Address of Reporting Person *
CALDWELL THOMAS G

2. Issuer Name and Ticker or Trading Symbol
MIDDLEFIELD BANC CORP
[MBCN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 President/Chief Executive Offi

15985 EAST HIGH STREET, P.
 O. BOX 35

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MIDDLEFIELD, OH 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)
				(A)	or	(D)	Price		
Common Stock	Â	Â	Â	Â	Â	Â	115	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	13,022 ⁽¹⁾	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	225.002	I	by children

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

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALDWELL THOMAS G	^ X	^	^ President/Chief	^

15985 EAST HIGH STREET
P. O. BOX 35
MIDDLEFIELD, OH 44062

Executive Offi

Signatures

Thomas G. Caldwell by James R. Heslop, II Power of
Attorney

02/17/2015

__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) Shares held jointly with spouse.

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.