

MIDDLEFIELD BANC CORP
Form 8-K
January 26, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934
Date of Report (date of earliest event reported): January 24, 2011
Middlefield Banc Corp.**

(Exact name of registrant specified in its charter)

| | | |
|-------------------------------------------------------------------|-----------------------------|-----------------------------------|
| Ohio | 000-32561 | 34-1585111 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 15985 East High Street, Middlefield, Ohio | | 44062-0035 |
| (Address of principal executive offices) | | (Zip Code) |
| Registrant's telephone number, including area code (440) 632-1666 | | |

[not applicable]

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) Frances H. Frank, a member of the Board of Directors of Middlefield Banc Corp. (Middlefield) since 1995, established that she would not be standing for re-election to the Board of Directors of Middlefield at the 2011 Annual Meeting of Shareholders. Ms. Frank's decision not to stand for re-election did not involve any disagreement with Middlefield, Middlefield's management, or Middlefield's Board of Directors.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Middlefield Banc Corp.

Date: January 26, 2011

/s/ James R. Heslop, II
James R. Heslop, II
Executive Vice President and COO