

Noone John E
 Form 4
 December 07, 2018

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 *
 Noone John E

2. Issuer Name and Ticker or Trading Symbol
 MID PENN BANCORP INC [MPB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2019 MOUNTAIN PINE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/06/2018

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

MECHANICSBURG, PA 17050
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4) | | | |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|------------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Mid Penn Bancorp, Inc. Common Stock | 12/06/2018 | | P | | 264 | A | \$ 24.25 | 21,564 | I | By John E. Noone Trust |
| Mid Penn Bancorp, Inc. Common Stock | 12/07/2018 | | P | | 19 | A | \$ 24.25 | 21,583 | I | By John E. Noone Trust |
| Mid Penn Bancorp, | 12/07/2018 | | P | | 217 | A | \$ 24.8954 | 21,800 | I | By John E. Noone |

| | | | | | | | | |
|---|--|--|--|--|------------------------|---|--|-----------------------------|
| Inc. Common Stock | | | | | | | | Trust |
| Mid Penn Bancorp, Inc. Common Stock | | | | | 2,000 | I | | By John Noone SEP IRA |
| Mid Penn Bancorp, Inc. Common Stock | | | | | 874.126 ⁽¹⁾ | D | | |
| Mid Penn Bancorp, Inc. Common Stock | | | | | 400 ⁽²⁾ | D | | |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Noone John E
2019 MOUNTAIN PINE DRIVE X
MECHANICSBURG, PA 17050

Signatures

/s/ John E. 12/07/2018
Noone

 **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) Balance includes shares acquired through the Dividend Reinvestment Plan.
 - (2) Shares granted in the form of restricted stock, which vests 100% on the first anniversary of the date of grant.

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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