RITRIEVI RORY G

Form 4 March 06, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1 Name and Address of Departing De

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person RITRIEVI RORY G			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) (M	Iiddle) 3. Da	te of Earliest T	Гrаı	nsaction			(Che	ск ан аррисави	-)	
		(Mor	th/Day/Year)					_X_ Director		Owner	
1019 TUNBRIDGE LANE			02/25/2009					_X_ Officer (give below)	e title Othobelow)	er (specify	
								Pre	sident and CEO		
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
		Filed	(Month/Day/Yea	ar)				Applicable Line) X Form filed by	One Penertine Pe	200	
MECHANIC	CSBURG, PA 170	050							More than One Re		
(City)	(State) ((Zip)	Гable I - Non-	De	rivative S	ecurit	ties Acc	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of	2. Transaction Date		3.		4. Securit			5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date		tion	nAcquired			Securities	Form: Direct	Indirect	
(Instr. 3) any (Month/I		any (Month/Day/Y	Code (Day/Year) (Instr. 8)		Disposed of (D) (Instr. 3, 4 and 5)			Beneficially (D) or Benefici Owned Indirect (I) Ownersh			
		(Wolldin/Day/ 1	car) (msu. o	')	(Ilisti. 5,	+ and	<i>J)</i>	Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported			
						or		Transaction(s) (Instr. 3 and 4)			
a			Code	V	Amount	(D)	Price	(1113ti. 3 tilu 4)			
Common Stock	02/25/2009		P	V	500	A	\$ 21	500	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative		•		Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(2.11541
					4, and 5)						
					i, and 3)						
									Amount		
						Data	Evaluation		or		
							Expiration Date	Title Nu of	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RITRIEVI RORY G							
1019 TUNBRIDGE LANE	X		President and CEO				
MECHANICSBURG, PA 17050							

Signatures

/s/ Rory G.
Ritrievi

**Signature of Reporting Person

O3/02/2009

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).

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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