

Noone John E
Form 4
March 28, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
10/31/2017

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 (A) or (D) Price | | |
| Mid Penn Bancorp, Inc. Common Stock | 10/31/2017 | | P | | 500 A \$ 29.1712 | 500 | I By John Noone SEP IRA |
| Mid Penn Bancorp, Inc. Common Stock | 11/01/2017 | | P | | 500 A \$ 30.2266 | 1,000 | I By John Noone SEP IRA |
| Mid Penn Bancorp, | 11/01/2017 | | P | | 500 A \$ 29.7942 | 1,500 | I By John Noone |

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| | | | | | | | | | |
|--|------------|--|---|-----|---|-----------|--------------------|---|------------------------------|
| Inc. Common Stock | | | | | | | | | SEP IRA |
| Mid Penn Bancorp, Inc. Common Stock | 11/07/2017 | | P | 250 | A | \$ 29.85 | 1,750 | I | By John Noone SEP IRA |
| Mid Penn Bancorp, Inc. Common Stock | 11/14/2017 | | P | 250 | A | \$ 29.677 | 2,000 | I | By John Noone SEP IRA |
| Mid Penn Bancorp, Inc. Common Stock | | | | | | | 20,300 | I | By John E. Noone Trust |
| Mid Penn Bancorp, Inc. Common Stock ⁽¹⁾ | | | | | | | 400 ⁽¹⁾ | D | |

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.

SEC 1474
(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 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 MECHANICSBURG, PA 17050 | | X | | |

Signatures

/s/ John E.
Noone

03/28/2018

__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 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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