Boyer Steven T Form 5 January 31, 2013

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: January 31, 2005

NGES IN BENEFICIAL Estimated average

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported 20(1) fold I Market 1940.

Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Boyer Steven T Symbol MID PENN BANCORP INC [MPB] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) _X_ Director 10% Owner Officer (give title __ Other (specify 12/31/2012 below) below) 565 RIVERVIEW DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

MILLERSBURG, Â PAÂ 17061

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

| (City) | (State) | Zip) Table | e I - Non-Deri | vative Sec | uritie | s Acqui | red, Disposed of | f, or Beneficial | ly 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. Securit (A) or Di (D) (Instr. 3, | spose | d of | 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 Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 02/08/2012 | Â | P4 | 372 | A | \$ 9 | 2,872 | D | Â |
| Common Stock | 02/08/2012 | Â | P4 | 36 | A | \$ 8.87 | 2,908 | D | Â |

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 2270 (9-02)

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 | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of |
|-------------|-------------|---------------------|--------------------|-------------|------------|---------------|-------------|-----------|----------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | Number | Expiration D | ate | Amoun | t of | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securiti | ies | (Instr. 5) |
| | Derivative | | | | Securities | | | (Instr. 3 | 3 and 4) | |
| | Security | | | | Acquired | | | | | |
| | | | | | (A) or | | | | | |
| | | | | | Disposed | | | | | |
| | | | | | of (D) | | | | | |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | A | Amount | |
| | | | | | | | | C | or | |
| | | | | | | Date | Expiration | | Number | |
| | | | | | | Exercisable | Date | | of | |
| | | | | | (A) (D) | | | | Shares | |
| | | | | | (/ (- / | | | | | |

of D

Is Fi

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|------|--|--|--|
| rg | Director | 10% Owner | Officer | Othe | | | |
| Boyer Steven T 565 RIVERVIEW DRIVE MILLERSBURG, PA 17061 | ÂΧ | Â | Â | Â | | | |

Signatures

/s/ Steven T.
Boyer

**Signature of Reporting Person

O1/31/2013

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 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.

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