THOMPSON ALFRED F JR

Form 4

December 15, 2004

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

OMB 3235-0287 Number:

Estimated average

Expires:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

OMB APPROVAL

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

THOMPSON ALFRED F JR

MIDDLEFIELD BANC CORP

(Check all applicable)

[MBCN]

(Month/Day/Year)

Filed(Month/Day/Year)

Symbol

(Last) (First) 3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner Other (specify

15985 EAST HIGH STREET, P. O.

12/13/2004

(Middle)

(Zip)

below)

Executive Officer

BOX 35

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MIDDLEFIELD, OH 44062

(City)	(State) (Tak	ole I - Non-D	Perivative Securities Acqu	uired, Disposed of	, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership
						(T (1)	AS

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

Common

12/13/2004

Code 12/13/2004

V Amount (D)

(A)

Price

Transaction(s) (Instr. 3 and 4)

Stock Common

Stock

(City)

100 A 35.25

 $110.85 \frac{(1)}{}$ D

62.347 (1) $D^{(2)}$

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

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SEC 1474 (9-02)

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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. Transactio Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Date (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities	8 D S (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
stock option (right to buy)	\$ 35.25	12/13/2004		A	1,500	12/13/2005	12/13/2014	Common Stock	1,500	

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

THOMPSON ALFRED F JR 15985 EAST HIGH STREET P. O. BOX 35 MIDDLEFIELD, OH 44062

Executive Officer

Signatures

Alfred F. 12/15/2004 Thompson, Jr.

**Signature of Reporting 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) Includes shares acquired under the MBCN Dividend Reinvestment Plan.
- (2) Shares held jointly with spouse.

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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