



**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

Norman L. Baringer retired as a director of QNB Corp., effective at the annual meeting of shareholders held on May 15, 2007.

On May 15, 2007, at the annual meeting of shareholders the vacancy in Class I Directors created by Mr. Baringer's retirement was filled by the election of Bonnie L. Rankin as a Class I Director with a term until the annual meeting of shareholders in 2010.

Ms. Rankin does not have a direct or indirect material interest in any transaction with the registrant required to be disclosed pursuant to Item 404 (a) of Regulation S-K. There was no arrangement or understanding between Ms. Rankin and any other person pursuant to which Ms. Rankin was elected to the Board of Directors.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

QNB Corp.

By: /s/ Bret H.  
Krevolin  
Bret H. Krevolin  
Chief Financial Officer

Dated: May 24, 2007