

QNB CORP
Form 4
January 22, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
OREZEHOSKI SCOTT G

(Last) (First) (Middle)

P.O. BOX 9005

(Street)

QUAKERTOWN, PA 18951

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QNB CORP [QNBC]

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Subsidiary

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			
Common Stock	03/28/2014		P(1)	V 82.8208 A \$ 24.77	7,409.491	D	
Common Stock	05/30/2014		P(2)	V 85 A \$ 22.32	7,494.491	D	
Common Stock	06/27/2014		P(1)	V 84.2079 A \$ 24.92	7,578.6989	D	
Common Stock	09/26/2014		P(1)	V 82.3773 A \$ 25.76	7,661.0762	D	
Common Stock	11/28/2014		P(2)	V 82 A \$ 23.4	7,743.0762	D	

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Common Stock	12/26/2014	P ⁽¹⁾	V	80.2985	A	\$ 27	7,823.3747	D
Common Stock	01/21/2015	M		2,600	A	\$ 17.25	10,423.3747	D
Common Stock	01/21/2015	F		1,547	D	\$ 29	8,876.3747	D

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

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock (Right to Buy)	\$ 17.25	01/21/2015		M	2,600	02/16/2013 02/16/2015	Common Stock	2,600	
Common Stock (Right to Buy)	\$ 20					01/25/2014 01/25/2016	Common Stock	2,975	
Common Stock (Right to Buy)	\$ 21.35					01/24/2015 01/24/2017	Common Stock	2,975	
Common Stock (Right to Buy)	\$ 23.2					01/22/2016 01/22/2018	Common Stock	3,000	
Common Stock (Right to Buy)	\$ 25.16					01/28/2017 01/28/2019	Common Stock	2,950	

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OREZEHOSKI SCOTT G P.O. BOX 9005 QUAKERTOWN, PA 18951			EVP	Subsidiary

Signatures

Scott G.
Orzechoski

01/22/2015

**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) Dividend Reinvestment Plan Acquisition
- (2) Employee Stock Purchase Plan Acquisition

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.