

QNB CORP
Form 4
January 30, 2015

FORM 4

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

OMB APPROVAL

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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 *
Frost Jennifer L

(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)
01/29/2015

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)			
				(A) or (D)	Price					
Common Stock	03/28/2014		P(1)	V	0.0683	A	\$ 24.77	61.0685	D	
Common Stock	05/30/2014		P(2)	V	38	A	\$ 22.32	99.0685	D	
Common Stock	06/27/2014		P(1)	V	1.1132	A	\$ 24.92	100.1817	D	
Common Stock	09/26/2014		P(1)	V	1.0889	A	\$ 25.76	101.2706	D	
Common Stock	11/28/2014		P(2)	V	38	A	\$ 23.4	139.2706	D	

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Common Stock 12/26/2014 P⁽¹⁾ V 1.4444 A \$ 27 140.715 D

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

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(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
Common Stock (Right to Buy)	\$ 29.25	01/29/2015		A	3,150	01/29/2018 01/29/2020	Common Stock	3,150
Common Stock (Right to Buy)	\$ 22.11					08/29/2014 08/29/2016	Common Stock	2,500
Common Stock (Right to Buy)	\$ 21.35					01/24/2015 01/24/2017	Common Stock	2,850
Common Stock (Right to Buy)	\$ 23.2					01/22/2016 01/22/2018	Common Stock	2,900
Common Stock (Right to Buy)	\$ 25.16					01/28/2017 01/28/2019	Common Stock	2,875

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frost Jennifer L P.O. BOX 9005 QUAKERTOWN, PA 18951				EVP Subsidiary

Signatures

Jennifer L. Frost 01/30/2014

__Signature of Date
Reporting Person

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.