

QNB CORP
Form 4
October 02, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
10/01/2015

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	03/27/2015		P(2)	V 2.256 A \$ 27.73	217.97	D	
Common Stock	05/29/2015		P(1)	V 13 A \$ 25.2	230.97	D	
Common Stock	06/26/2015		P(2)	V 2.2257 A \$ 28.4	233.2	D	
Common Stock	09/25/2015		P(2)	V 2.4136 A \$ 28.02	235.61	D	
Common Stock	10/01/2015		M	50 A \$ 22.11	285.61	D	

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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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock (Right to Buy)	\$ 22.11	10/01/2015		M	50	08/29/2014 08/29/2016		Common Stock	2,425 \$ 2
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
Common Stock (Right to Buy)	\$ 29.25					01/29/2018 01/29/2020		Common Stock	3,150

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Frost Jennifer L
P.O. BOX 9005
QUAKERTOWN, PA 18951

EVP, Subsidiary

Signatures

Jennifer L. Frost 10/02/2015

__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) Employee Stock Purchase Plan Acquisition
- (2) Dividend Reinvestment 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.