

QNB CORP  
Form 4  
October 24, 2016

**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 \*  
Freeman David W.

(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)  
10/21/2016

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)  
President / CEO

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 or (D)	Amount or Price				
Common Stock	03/25/2016		P <sup>(1)</sup>	V	64.8418	A	\$ 28.44	6,211.8259	D
Commonn Stock	05/31/2016		P <sup>(2)</sup>	V	81	A	\$ 26.73	6,292.8259	D
Common Stock	06/24/2016		P <sup>(1)</sup>	V	62.6776	A	\$ 30.12	6,355.5035	D
Common Stock	09/30/2016		P <sup>(1)</sup>	V	58.9929	A	\$ 32.32	6,414.4964	D
Common Stock	10/21/2016		M		1,000	A	\$ 21.35	7,414.4964	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. Amount or Number of Shares
Common Stock (Right to Buy)	\$ 21.35	10/21/2016		M	1,000	01/24/2015 01/24/2017	Common Stock	1,375
Common Stock (Right to Buy)	\$ 23.2					01/22/2016 01/22/2018	Common Stock	3,400
Common Stock (Right to Buy)	\$ 25.16					01/28/2017 01/28/2019	common Stock	3,200
Common Stock (Right to Buy)	\$ 29.25					01/29/2018 01/29/2020	Common Stock	3,150
common Stock (Right to Buy)	\$ 30.4					02/15/2019 02/15/2021	Common Stock	3,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Freeman David W.  
P.O. BOX 9005  
QUAKERTOWN, PA 18951

X

President / CEO

## Signatures

Janice M McCracken  
/ POA

10/24/2016

\_\_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.