

QNB CORP  
Form 5  
January 10, 2017

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
Freeman David W.  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

P.O. BOX 9005  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO/President

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

6. Individual or Joint/Group Reporting (check applicable line)

QUAKERTOWN, PA 18951

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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)	Amount	(A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/30/2016	Â	P(1)	70	A	\$ 28.35	7,859.4964	D	Â
Common Stock	12/30/2016	Â	P(2)	68.8826	A	\$ 34.23	7,928.379	D	Â

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A)	(D)		
Common Stock (Right to Buy)	\$ 23.2	Â	Â	Â	Â Â	01/22/2016 01/22/2018	Common Stock	3,400	
Common Stock (Right to Buy)	\$ 25.16	Â	Â	Â	Â Â	01/28/2017 01/28/2019	Common Stock	3,200	
Common Stock (Right to Buy)	\$ 29.25	Â	Â	Â	Â Â	01/29/2018 01/29/2020	Common Stock	3,150	
Common Stock (Right to Buy)	\$ 30.4	Â	Â	Â	Â Â	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	Â X	Â	Â CEO/President	Â

## Signatures

David W. Freeman 01/10/2017

\*\*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 provided 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.