

QNB CORP  
Form 4  
January 17, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**OREZEHOSKI SCOTT G**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/13/2017**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

**P.O. BOX 9005**

EVP/Chief Lending Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**QUAKERTOWN, PA 18951**

(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)	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	03/25/2016		P <sup>(1)</sup>	V 110.0478 A \$ 28.44	10,542.585	D	
Common Stock	05/31/2016		P <sup>(2)</sup>	V 68 A \$ 26.73	10,610.585	D	
Common Stock	06/24/2016		P <sup>(1)</sup>	V 105.6833 A \$ 30.12	10,716.268	D	
Common Stock	09/30/2016		P <sup>(1)</sup>	V 99.4703 A \$ 32.32	10,815.739	D	
Common Stock	12/30/2016		P <sup>(1)</sup>	V 94.7917 A \$ 34.23	10,910.53	D	

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Common Stock	01/13/2017	M	2,975	A	\$ 21.35	13,885.53	D
Common Stock	01/13/2017	F	1,733	D	\$ 36.65	12,152.53	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock (Right to Buy)	\$ 21.35	01/13/2017		M	2,975	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	
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
OREZEHOSKI SCOTT G P.O. BOX 9005 QUAKERTOWN, PA 18951			EVP/Chief Lending Officer	

## Signatures

Scott G. 01/17/2017  
Orzechoski

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.