

Specht William A III
Form 4
August 24, 2018

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 *
Specht William A III

2. Issuer Name and Ticker or Trading Symbol
MID PENN BANCORP INC [MPB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
144 CORNELL DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2018

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

MILLERSBURG, PA 17061

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

(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 | (D) | Price | | | |
| Mid Penn Bancorp, Inc. Common Stock | 08/22/2018 | | P | | 498 | A | \$ 31.5 | 498 ⁽¹⁾ | I | By entity wholly-owned |
| Mid Penn Bancorp, Inc. Common Stock | 08/23/2018 | | P | | 702 | A | \$ 31.5 | 1,200 ⁽¹⁾ | I | By entity wholly-owned |
| Mid Penn Bancorp, | 08/24/2018 | | P | | 100 | A | \$ 31.5 | 2,235 | I | IRA |

| | | | | | | | | |
|---|--|--|--|--|-----------------------|--|---|---------|
| Inc. Common Stock | | | | | | | | |
| Mid Penn Bancorp, Inc. Common Stock | | | | | 4,205 | | D | |
| Mid Penn Bancorp, Inc. Common Stock | | | | | 31,210 ⁽²⁾ | | I | Trustee |

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. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Specht William A III 144 CORNELL DRIVE MILLERSBURG, PA 17061 | | X | | |

Signatures

/s/ William A.
Specht, III

08/24/2018

__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) Represents shares held by Seal Glove Manufacturing, Inc., an entity wholly-owned by the Reporting Person.

(2) William A. Specht, III is trustee of a family trust of which 15,783 shares are held for the benefit of Janet E. Specht and 15,427 shares are held for the benefit of William A. Specht, Jr.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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