

MIDDLEFIELD BANC CORP  
Form 8-K  
January 26, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934  
Date of Report (date of earliest event reported): January 24, 2011  
Middlefield Banc Corp.**

(Exact name of registrant specified in its charter)

|   |                             |                                   |
|---|-----------------------------|-----------------------------------|
| Ohio  | 000-32561                   | 34-1585111                        |
| (State or other jurisdiction of<br>incorporation)                 | (Commission<br>File Number) | (IRS Employer Identification No.) |
| 15985 East High Street, Middlefield, Ohio                         |                             | 44062-0035                        |
| (Address of principal executive offices)                          |                             | (Zip Code)                        |
| Registrant's telephone number, including area code (440) 632-1666 |                             |                                   |

[not applicable]

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(b) Frances H. Frank, a member of the Board of Directors of Middlefield Banc Corp. ( Middlefield ) since 1995, established that she would not be standing for re-election to the Board of Directors of Middlefield at the 2011 Annual Meeting of Shareholders. Ms. Frank's decision not to stand for re-election did not involve any disagreement with Middlefield, Middlefield's management, or Middlefield's Board of Directors.

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Middlefield Banc Corp.**

Date: January 26, 2011

/s/ James R. Heslop, II  
James R. Heslop, II  
Executive Vice President and COO