



ITEM 5.07 Submission of Matters to a Vote of Security Holders

Middlefield Banc Corp. (the Company) held its Annual Meeting of Shareholders (the Meeting) on May 12, 2010 in Aurora, Ohio. Two proposals were voted upon at the Meeting, which were (1) the election of three (3) persons to serve as directors of the Company for a three-year term expiring at the 2013 Annual Meeting; and (2) the ratification of the selection of S. R. Snodgrass, A.C. as the independent registered public accountants for the fiscal year ending December 31, 2010. The proposals are described in detail in the Proxy Statement mailed to shareholders on or about April 5, 2010.

The results of the proposals appear below:

Proposal 1. Election of Directors

Nominee	Votes	Votes	Broker
	For	Withheld	Non-Votes
Thomas G. Caldwell	885,888	16,283	258,802
William J. Skidmore	882,444	19,727	258,802
Carolyn J. Turk	880,977	21,194	258,802

Proposal 2. Ratification of the selection of S. R. Snodgrass, A. C. as independent registered public accountants.

For	Against	Abstentions	Broker Non-Votes
1,150,758	3,177	8,214	0

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: May 13, 2010

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