

Pacyna Michael J Jr  
 Form 4  
 October 31, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Pacyna Michael J Jr

2. Issuer Name and Ticker or Trading Symbol  
 FIDELITY D & D BANCORP INC  
 [FDBC]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 202 WHITETAIL LN  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/30/2018

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

CLARKS SUMMIT, PA 18411

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 10/30/2018                           |  | M                              | V   | \$ 63.5<br>(1)  | 6,294.0185   | D  |
| Common Stock                    | 10/30/2018                           |  | S                              |   | \$ 62.057   | 4,359.0185   | D  |

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

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SEC 1474  
 (9-02)

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**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Rights                  | \$ 21.6  | 10/30/2018                           |  | M                              | 1,985   | (2) 02/01/2026   | Common Stock  | 1,309                      |
| Stock Appreciation Rights                  | \$ 26.17   | 10/30/2018                           |  | M                              | 1,066   | (2) 02/06/2027   | Common Stock  | 626                        |
| Stock Appreciation Rights                  | \$ 49.5  |                                      |  |                                |   | (2) 02/05/2028   | Common Stock  | (3)                        |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |               |
|--|---------------|-----------|---------|---------------|
|  | Director      | 10% Owner | Officer | Other         |
| Pacyna Michael J Jr<br>202 WHITETAIL LN<br>CLARKS SUMMIT, PA 18411 |               |           |         | EVP &<br>CBDO |

## Signatures

Debra Alimenti 10/31/2018

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) 1. Closing price on date of exercise.

(2) 2. The stock appreciation rights vest in 3 equal installments beginning on 2/2/2017 for the 2016 Grant, on 2/8/2018 for the 2017 Grant and on 2/7/2019 for the 2019 Grant.

(3) Determined upon exercise

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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