

MIDDLEFIELD BANC CORP

Form 8-K

May 09, 2006

**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): May 9, 2006  
**Middlefield Banc Corp.**

(Exact name of registrant specified in its charter)

Ohio

000-32561

34-1585111

(State or other jurisdiction of  
incorporation)

(Commission  
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))
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**Item 8.01 Other Events.**

On May 9, 2006, Middlefield Banc Corp. ( Middlefield ) announced that its Board of Directors authorized the repurchase of up to 4.99% of Middlefield s outstanding common stock in open market or private transactions from time to time over the next 12 months. Middlefield currently has approximately 1,349,253 shares outstanding. For additional information, reference is made to Middlefield s press release dated May 9, 2006, which is attached hereto as Exhibit 99.1 and incorporated herein by this reference.

**Item 9.01 Exhibits**

(d) Exhibits.

The following exhibit is filed herewith:

<b><u>Exhibit No.</u></b>	<b><u>Description of Exhibit</u></b>
99.1	Middlefield Banc Corp. May 9, 2006 press release

**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 9, 2006

/s/ James R. Heslop, II

James R. Heslop, II  
Executive Vice President and  
COO

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**Middlefield Banc Corp.**  
**CURRENT REPORT ON FORM 8-K**  
**INDEX OF EXHIBITS**

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