

GIPPLE TODD A
Form 4
March 05, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
GIPPLE TODD A

(Last) (First) (Middle)

3551 SEVENTH STREET, SUITE 204

(Street)

MOLINE, IL 61265

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QCR HOLDINGS INC [QCRH]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP, COO & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 03/01/2019 | | F(1) | 1,061 D | \$ 36 41,334 | D | |
| Common Stock | | | | | 1,199 | I | by IRA |
| Common Stock | | | | | 6,018.1 | I | by Managed Account |
| Common Stock | | | | | 2,000 | I | by Spouse |
| Common Stock | | | | | 685.01 | I | by Trust |

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

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SEC 1474
(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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |
| Performance Shares | \$ 36 ⁽²⁾ | 03/01/2019 | | A | 3,019 | 03/01/2020 ⁽²⁾ | 03/01/2029 | Common Stock | 3 |
| Non-Qualified Stock Option (right to buy) | \$ 9.3008 | | | | | 02/01/2013 | 02/01/2022 | Common Stock | 3 |
| Non-Qualified Stock Option (right to buy) | \$ 15.65 | | | | | 05/01/2014 | 05/01/2023 | Common Stock | 8 |
| Non-Qualified Stock Option (right to buy) | \$ 17.1 | | | | | 02/03/2015 | 02/03/2024 | Common Stock | 6 |
| Non-Qualified Stock Option (right to buy) | \$ 17.49 | | | | | 02/02/2016 | 02/02/2025 | Common Stock | 8 |
| Non-Qualified Stock Option (right to buy) | \$ 22.64 | | | | | 02/01/2017 | 02/01/2026 | Common Stock | 8 |
| Non-Qualified Stock Option (right to buy) | \$ 42.75 | | | | | 03/09/2018 ⁽³⁾ | 03/09/2027 | Common Stock | 4 |
| Performance Shares | \$ 33.23 ⁽⁵⁾ | | | | | 01/01/2020 ⁽⁴⁾ | 01/14/2029 | Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| GIPPLE TODD A 3551 SEVENTH STREET SUITE 204 MOLINE, IL 61265 | X | | EVP, COO & CFO | |

Signatures

By: Rick J. Jennings For: Todd A. Gipple
Date: 03/05/2019

**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) Surrender of common stock to issuer upon vesting of restricted stock award to pay withholding taxes
Represents a restricted stock unit grant. Each restricted stock unit represents a contingent right to receive one share of QCR Holdings, Inc. common stock or the cash equivalent of one share of common stock. The restricted stock units vest in four annual equal installments beginning on March 1, 2020. The settlement of such units are anticipated to be settled in cash.
 - (2) These options are exercisable in annual increments of 25% each, with the first 25% vesting on the first anniversary of the option grant.
 - (3) These units vest twenty percent (20%) on January 1 in each of calendar years 2020 through 2022 and ten percent (10%) on January 1 in each of calendar years 2023 through 2026.
 - (4) These units convert into shares of common stock on a 1-for-1 basis and fifty percent (50%) of the award is subject to a performance threshold.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.