

OHIO VALLEY BANC CORP
 Form 4
 September 06, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Stepp Bryan F

2. Issuer Name and Ticker or Trading Symbol
 OHIO VALLEY BANC CORP
 [OVBC]

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

(Last) (First) (Middle)
 420 3RD AVE, P O BOX 240
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/10/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP and CCO

GALLIPOLIS, OH 45631-0240

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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------|---|-----|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock - E. Jones & Co. | 02/10/2016 | | J ⁽¹⁾ | | 3.8379 | A | \$ 22.504 | 423.5181 | I | IRA |
| Common Stock - E. Jones & Co. | 05/10/2016 | | J ⁽¹⁾ | | 3.9673 | A | \$ 21.97 | 427.4854 | I | IRA |
| Common Stock - E. Jones & Co. | 08/10/2016 | | J ⁽¹⁾ | | 4.0308 | A | \$ 21.8245 | 431.5162 | I | IRA |

| | | | |
|---------------|------------|---|------|
| Common Shares | 3.3581 | D | |
| Common Shares | 2,084.6615 | I | ESOP |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stepp Bryan F 420 3RD AVE P O BOX 240 GALLIPOLIS, OH 45631-0240 | | | SVP and CCO | |

Signatures

/s/ Danielle N. Pugh, Power of Attorney
Date: 09/06/2016

**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) Acquired through dividend reinvestment at Broker

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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2,798,328

76,138

1,048,992

Jeffrey Mirvis

13,222,981

2,632,905

76,137

1,048,992

Proposal 2—Ratification of Ernst & Young LLP

| Shares For | Shares Against | Shares Abstaining |
|------------|----------------|-------------------|
| 16,802,284 | 177,253 | 1,478 |

Proposal 3—Advisory Vote on the Compensation of Our Named Executive Officers

| Shares For | Shares Against | Shares Abstaining | Broker Non-Votes |
|------------|----------------|-------------------|------------------|
| 7,439,934 | 8,121,125 | 370,964 | 1,048,992 |

At the Meeting, Selwyn Joffe, the Chief Executive Officer of the Registrant, announced that Mel Marks, passed away on March 12, 2016. Since Mr. Marks passed away after the proxy materials for the Meeting were mailed, he was included as a nominee for election as a director in the proxy materials; however, in light of Mr. Marks' passing, Mr. Marks was not included as one of the nominees for election as a director at the Meeting. The persons named as proxies in the form of proxy that accompanied the proxy statement did not exercise the discretionary authority granted to them to vote for an alternative nominee. Accordingly, there is currently a vacancy on the Board. Under the Registrant's Amended and Restated By-laws, as amended, this vacancy may be filled by a majority of the directors in office after the vacancy has occurred.

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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.

MOTORCAR PARTS OF
AMERICA, INC.

Date: March 29, 2016 /s/ Michael M. Umansky
Michael M. Umansky
Vice President and
General Counsel

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