

Shoemaker Robert C
 Form 4
 February 05, 2019

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 *
 Shoemaker Robert C

2. Issuer Name and Ticker or Trading Symbol
 ACCESS NATIONAL CORP
 [ANCX]

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

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/01/2019

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

C/O ACCESS NATIONAL CORPORATION, 1800 ROBERT FULTON DRIVE, SUITE 300

(Street)

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

RESTON, VA 20191

(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)
			Code	V	Amount	(D)	Price
common stock	02/01/2019		D		411,610.58	D	0
common stock	02/01/2019		D		36,930	D	0
						I	By spouse

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)	8. F. Der. Sec. (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
options to purchase	\$ 17.96	02/01/2019		D	3,750	<u>(2)</u>	01/21/2020	common stock	3,750
options to purchase	\$ 18.32	02/01/2019		D	7,500	<u>(2)</u>	01/21/2021	common stock	7,500
options to purchase	\$ 27.82	02/01/2019		D	7,500	<u>(2)</u>	02/23/2022	common stock	7,500
options to purchase	\$ 29.51	02/01/2019		D	7,500	<u>(2)</u>	03/15/2023	common stock	7,500
options to purchase	\$ 23.87	02/01/2019		D	7,500	<u>(2)(7)</u>	01/24/2024	common stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shoemaker Robert C C/O ACCESS NATIONAL CORPORATION 1800 ROBERT FULTON DRIVE, SUITE 300 RESTON, VA 20191	X		Executive Vice President	

Signatures

Sheila M. Linton, as attorney-in-fact for Robert C. Shoemaker 02/05/2019

**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).

Disposed of pursuant to the Agreement and Plan of Reorganization between Union Bankshares Corporation ("Union") and issuer, dated October 4, 2018, as amended on December 7, 2018 (the "Merger Agreement"), pursuant to which the issuer was merged with and into

(1) Union effective February 1, 2019 (the "Merger"). Pursuant to the Merger, each issued and outstanding share of common stock of the issuer was converted into 0.75 shares of Union common stock, with cash paid in lieu of fractional shares. As a result of the Merger, the reporting person no longer beneficially owns directly or indirectly any shares of common stock of the issuer.

Pursuant to the Merger Agreement, each option to purchase shares of issuer's common stock that was outstanding and unexercised immediately prior to the effective time of the Merger automatically converted into a stock option to purchase shares of Union common

(2) stock, with the number of underlying shares and the exercise price determined as set forth in the Merger Agreement. Except as otherwise set forth in this Form 4, each such stock option was already fully vested and exercisable or became fully vested and exercisable in connection with the Merger.

(3) This option was converted into an option to purchase 2,812 shares of Union common stock for \$23.95 per share.

(4) This option was converted into an option to purchase 5,625 shares of Union common stock for \$24.43 per share.

(5) This option was converted into an option to purchase 5,625 shares of Union common stock for \$37.10 per share.

(6) This option was converted into an option to purchase 5,625 shares of Union common stock for \$39.35 per share.

(7) This option was converted into an option to purchase 5,625 shares of Union common stock for \$31.83 per share, and vests in four equal installments as follows: 25% on 01/24/2020; 25% on 01/24/2021; 25% on 01/24/2022; and 25% on 01/24/2023.

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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