QCR HOLDINGS INC

Form 4

February 05, 2014

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

Estimated average

See Instruction

1(b).

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 | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|--|----------|----------|--|---|--|--|
| | | | QCR HOLDINGS INC [QCRH] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | |
| | | | (Month/Day/Year) | X Director 10% Owner | | |
| 3551 7TH STREET, SUITE 100 | | | 02/03/2014 | _X_ Officer (give title Other (specify below) EVP, COO and CFO, QCR Holdings | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | |
| MOLINE, IL | 61265 | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

MOLINE, IL 61265

| (City) | (State) | (Zip) Tabl | e I - Non-I | Derivative | Secur | ities Acq | uired, Disposed o | of, or Beneficia | lly 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 n(A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | or | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 02/03/2014 | | A | 2,256 | A | \$ 17.1 | 37,745 | D | |
| Common Stock | 02/03/2014 | | F | 3,629 (1) | D | \$ 17.28 | 34,116 | D | |
| Common Stock | | | | | | | 1,199 | I | by IRA |
| Common Stock | | | | | | | 2,101.13 | I | by Managed Account |
| Common Stock | | | | | | | 1,300 | I | by Son |

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| Common Stock | 2,000 | I | by Spouse |
|-----------------|---------|---|-----------|
| Common Stock | 668.425 | I | by Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

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. Transactic Code (Instr. 8) | 5. Number complete Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable Expiration Date (Month/Day/Year) | | 7. Title and A Underlying S (Instr. 3 and 4 | Seci |
|---|---|--------------------------------------|---|--|--|--|--------------------|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Ai or Ni of Sh |
| Non-Qualified Stock Option (right to buy) | \$ 17.1 | 02/03/2014 | | A | 6,791 | 02/03/2015(2) | 02/03/2024 | Common Stock | ϵ |

Reporting Owners

**Signature of Reporting Person

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|--------------------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| GIPPLE TODD A 3551 7TH STREET SUITE 100 MOLINE, IL 61265 | X | | EVP, COO and CFO, QCR Holdings | | | | |
| Signatures | | | | | | | |
| By: Rick J. Jennings For: Todd A. Gipple | 02 | 2/05/2014 | | | | | |

Reporting Owners 2

Date

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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
- (2) Vests over 3 years at the rate of 33.3% on the first anniversary of the date of grant and then at the rate of 33.3% on each of the following two anniversaries thereafter, subject to continued employment.

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.