

Grabin Elizabeth A
 Form 4
 March 05, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Grabin Elizabeth 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)
 1st VP Dir of Financial Report

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 03/01/2019 | | M | 52 A \$ 0 | 52 | D | |
| Common Stock | 03/01/2019 | | F(1) | 17 D \$ 36 | 35 | D | |
| Common Stock | | | | | 772.36 | I | by Managed Account |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance Shares | \$ 36 ⁽²⁾ | 03/01/2019 | | A | 186 | 03/01/2020 ⁽²⁾ 03/01/2029 | Common Stock 1 |
| Performance Shares | ⁽³⁾ | 03/01/2019 | | M | 52 | ⁽³⁾ ⁽³⁾ | Common Stock 5 |
| Non-Qualified Stock Option (right to buy) | \$ 17.1 | | | | | 02/03/2015 02/03/2024 | Common Stock 3 |
| Non-Qualified Stock Option (right to buy) | \$ 17.49 | | | | | 02/02/2016 02/02/2025 | Common Stock 1 |
| Non-Qualified Stock Option (right to buy) | \$ 22.64 | | | | | 02/01/2017 02/01/2026 | Common Stock 4 |
| Non-Qualified Stock Option (right to buy) | \$ 45 | | | | | 03/01/2018 ⁽⁴⁾ 03/01/2027 | Common Stock 4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Grabin Elizabeth A 3551 SEVENTH STREET SUITE 204 MOLINE, IL 61265 | | | 1st VP Dir of Financial Report | |

Signatures

By: Shellee R. Showalter For: Elizabeth A.
Grabin

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

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.

(2) 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, 2019.

(3) These options are exercisable in annual increments of 25% each, with the first 25% vesting on the first anniversary of the option grant.

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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