

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-08**
SEC Accession No. [0001226329-13-000003](#)

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ISSUER

QNB CORP

CIK: [750558](#) | IRS No.: [232318082](#) | State of Incorporation: **PA** | Fiscal Year End: **1231**
SIC: **6022** State commercial banks

Business Address
*10 NORTH THIRD STREET
QUAKERTOWN PA
18951-9005
2155385600*

REPORTING OWNER

KREVOLIN BRET H

CIK: [1226329](#)
Type: **4** | Act: **34** | File No.: [000-17706](#) | Film No.: [13520300](#)

Mailing Address
*P.O. BOX 9005
QUAKERTOWN PA 18951*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person KREVOLIN BRET H			2. Issuer Name and Ticker or Trading Symbol QNB CORP [QNBC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CFO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2013			
P.O. BOX 9005			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) QUAKERTOWN, PA 18951						
(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	(A) or (D)	Price			
Common Stock	05/31/2012		P (L)	V	122	A	\$19.44	8,723	D	
Common Stock	11/30/2012		P (L)	V	100	A	\$20.88	8,823	D	
Common Stock	01/08/2013		M		2,750	A	\$21	11,573	D	
Common Stock	01/08/2013		F		2,484	D	\$23.25	9,089	D	
Common Stock	01/08/2013		M		5,500	A	\$20	14,589	D	
Common Stock	01/08/2013		F		4,731	D	\$23.25	9,858	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Stock	\$21	01/08/2013		M		2,750		01/15/2011	01/15/2013	Common Stock	2,750	\$23.25	0	D	

(Right to Buy)															
Common Stock (Right to Buy)	\$20	01/08/2013		<u>M</u>			5,500	01/21/2006	01/21/2013	Common Stock	5,500	\$23.25	0	D	
Common Stock (Right to Buy)	\$17.15							01/20/2012	01/20/2014	Common Stock	3,000		3,000	D	
Common Stock (Right to Buy)	\$33.25							04/27/2007	04/27/2014	Common Stock	2,500		2,500	D	
Common Stock (Right to Buy)	\$32.35							01/18/2008	01/18/2015	Common Stock	2,750		2,750	D	
Common Stock (Right to Buy)	\$17.25							02/16/2013	02/16/2015	Common Stock	2,750		2,750	D	
Common Stock (Right to Buy)	\$20							01/25/2014	01/25/2016	Common Stock	3,125		3,125	D	
Common Stock (Right to Buy)	\$21.35							01/24/2015	01/24/2017	Common Stock	3,125		3,125	D	

Explanation of Responses:

- Employee Stock Purchase Plan Acquisition

Signatures

Bret H. Krevolin

** Signature of Reporting Person

01/09/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.