FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **2006-05-08** | Period of Report: **2006-03-31**
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FILER

MID PENN BANCORP INC

CIK:**879635**| IRS No.: **251666413** | State of Incorp.:**PA** | Fiscal Year End: **1231**
Type: **10-Q** | Act: **34** | File No.: **001-13677** | Film No.: **06815452**
SIC: **6022** State commercial banks

Mailing Address
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349 UNION STREET
MILLERSBURG PA 17061

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349 UNION ST
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2006

Commission file number 1-13677

Mid Penn Bancorp, Inc.
(Exact name of registrant as specified in its charter)

Pennsylvania	25-1666413
(State or other jurisdiction of Incorporation or Organization)	(IRS Employer ID No)
349 Union Street, Millersburg, PA	17061
(Address of principal executive offices)	(Zip Code)

(717) 692-2133
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

[X] Yes   [ ] No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act)

[ ] Large accelerated   [X] Accelerated   [ ] Non-accelerated

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)

[ ] Yes   [X] No

Indicate the number of shares outstanding of each of the classes of common stock, as of the latest practical date.

3,348,063 shares of Common Stock, $1.00 par value per share, were outstanding as of May 5, 2006.

PART I

ITEM I: FINANCIAL INFORMATION

MID PENN BANCORP, INC.
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands)

	Mar. 31 2006 (Unaudited)	Mar. 31 2005 (Audited)
ASSETS:		
Cash and due from banks	$ 6,952	$ 6,350
Interest-bearing balances	48,180	54,549
Available-for-sale securities	53,822	50,878
Federal funds sold	0	0
Loans	317,399	311,837
Less,		
Allowance for loan and lease losses	3,770	3,704
Net loans	313,629	308,133
Bank premises and equip't, net	6,367	6,334
Foreclosed assets held for sale	642	458
Accrued interest receivable	2,209	2,269
Cash surrender value of life insurance	6,458	6,402
Deferred income taxes	1,422	1,392
Other assets	1,690	1,345
Total Assets	441,371	438,110
LIABILITIES & STOCKHOLDERS' EQUITY:		
Deposits:		
Demand	42,722	41,719
NOW	31,310	31,686
Money Market	62,051	61,421

Savings	25,630	26,825
Time	161,105	163,623
Total deposits	322,818	325,274
Short-term borrowings	12,460	12,342
Accrued interest payable	1,677	1,535
Other liabilities	2,295	2,260
Long-term debt	64,807	59,838
Total Liabilities	404,057	401,249
STOCKHOLDERS' EQUITY:		
Common stock, par value $1 per share; authorized 10,000,000 shares; issued 3,367,119 shares at March 31, 2006 and 3,207,912 shares at December 31, 2005	3,367	3,208
Additional paid-in capital	27,452	23,472
Retained earnings	6,858	10,486
Accumulated other comprehensive inc (loss)	173	231
Treasury Stock at cost (19,056 shs.)	(536)	(536)
Total Stockholders' Equity	37,314	36,861
Total Liabilities & Equity	441,371	438,110

The accompanying notes are an integral part of
these consolidated financial statements.

MID PENN BANCORP, INC.
CONSOLIDATED STATEMENT OF INCOME
(Unaudited; Dollars in thousands)

<TABLE>
<CAPTION>

	For the quarter Ended March 31, 2006	2005
<S>	<C>	<C>
INTEREST INCOME:		
Interest & fees on loans	$ 5,462	$ 4,424
Int.-bearing balances	537	464
Treas. & Agency securities	236	172
Municipal securities	295	264
Other securities	50	20

Fed funds sold and repos	0	4
Total Int. Income	6,580	5,348
INTEREST EXPENSE:		
Deposits	1,922	1,385
Short-term borrowings	145	44
Long-term borrowings	740	674
Total Int. Expense	2,807	2,103
Net Int. Income	3,773	3,245
PROVISION FOR LOAN AND LEASE LOSSES	135	60
Net Int. Inc. after Prov. for Loan & Lease Losses	3,638	3,185
NON-INTEREST INCOME:		
Trust dept	65	61
Service chgs. on deposits	329	322
Investment securities		
Gains(losses), net	0	0
Income on life insurance	56	53
Mortgage banking income	30	28
Income from sale of other real estate	152	0
Other	193	268
Total Non-Interest Income	825	732
NON-INTEREST EXPENSE:		
Salaries and benefits	1,584	1,481
Occupancy, net	159	146
Equipment	207	168
PA Bank Shares tax	70	67
ATM/Debit card expenses	34	12
Professional fees	115	71
Director fees and benefits	53	50
Computer software licenses and maintenance	49	55
Stationery and supplies	52	50
Early withdrawal penalty on interest bearing balances	92	0
Other	499	440
Tot. Non-int. Exp	2,914	2,540
Income before income tax provision	1,549	1,377
INCOME TAX PROVISION	394	360
NET INCOME	$ 1,155	$ 1,017

NET INCOME PER SHARE	$ 0.34	$ 0.30
	==========	==========
DIVIDENDS PER SHARE	$ 0.20	$ 0.20
	==========	==========
Weighted Average No. of Shares Outstanding	3,348,063	3,348,063

Earnings per share has been adjusted to reflect the 5% stock dividend paid in February of 2006.
</TABLE>

The accompanying notes are an integral part of these consolidated financial statements.

MID PENN BANCORP, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited; Dollars in thousands)

	For the Quarter Ended March 31, 2006	2005
Operating Activities:		
Net Income	$ 1,155	$ 1,017
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan & lease losses	135	60
Depreciation	160	123
Incr. in cash-surr. value of life insurance	(56)	(53)
Investment securities gains, net	0	0
Amortization	9	9
Gain on sale/disposal of bank premises and equipment	(9)	0
Gain on the sale of foreclosed assets	(152)	0
Deferred income taxes	(30)	(146)
Change in accrued interest receivable	60	(10)
Change in other assets	(324)	(255)
Change in accrued interest payable	142	208
Change in other liabilities	35	(86)
Net cash provided by operating activities	1,125	862
Investing Activities:		

Net decr(incr) in int-bearing balances	6,369	492
Proceeds from sale of securities	0	0
Proceeds from sale of bank premises & equip't	9	0
Proceeds from the maturity of secs	654	1,573
Purchases of investment securities	(3,686)	(161)
Net increase in loans	(5,815)	(1,836)
Purchases of bank premises & equip't	(193)	(366)
Proceeds from sale of foreclosed assets	152	0
Net cash provided by(used in) investing activities	(2,510)	(298)
Financing Activities:		
Net incr.(decr.) in demand and savings	62	(3,118
Net (decr.)incr. in time deposits	(2,518)	692
Net decrease in federal funds sold	0	0
Net incr.(decr.) in short-term borrowings	118	(8,315)
Long-term debt repayments	(5,031)	(29)
Long-term borrowings	10,000	10,000
Cash dividend paid	(644)	(638)
Purchase of treasury stock	0	(158)
Net cash provided by(used in) financing activities	1,987	(1,566)
Net incr(decr) in cash & due from banks	602	(1,002)
Cash & due from banks, beg of period	6,350	6,679
Cash & due from banks, end of period	6,952	5,677
Supplemental Disclosures of Cash Flow Information:		
Interest paid	2,665	1,895
Income taxes paid	0	0
Supplemental Noncash Disclosures:		
Loan charge-offs	87	29
Transfers to foreclosed assets held for sale	184	0

Mid Penn Bancorp, Inc.
Notes to Consolidated Financial Statements

1. The consolidated interim financial statements with the exception of the consolidated balance sheet dated December 31, 2005, are unaudited and have been prepared according to the rules and regulations of the Securities and Exchange Commission with respect to Form 10-Q. The financial information reflects all adjustments (consisting only of normal recurring adjustments) which are, in our opinion, necessary for a fair statement of results for the periods covered.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles of the United States of America have been condensed or omitted according to these rules and regulations. We believe, however, that the disclosures are adequate so that the information is not misleading. You should read these interim financial statements along with the financial statements including the notes included in the Corporation's most recent Form 10-K.

2. Interim statements are subject to possible adjustments in connection with the annual audit of the Corporation's accounts for the full fiscal year. In our opinion, all necessary adjustments have been included so that the interim financial statements are not misleading.

3. The results of operations for the interim periods presented are not necessarily an indicator of the results expected for the full year.

4. Management considers the allowance for loan and lease losses to be adequate at this time.

5. Short-term borrowings as of March 31, 2006, and December 31, 2005, consisted of:

(Dollars in thousands)

	3/31/06	12/31/05
Federal funds purchased	$6,000	$ 5,000
Repurchase agreements	6,408	6,899
Treasury, tax and loan note	52	443
Due to broker	0	0
	$12,460	$12,342

Federal funds purchased represent overnight funds. Securities sold under repurchase agreements generally mature between one day and one year. Treasury, tax and loan notes are open-ended interest bearing notes payable to the U.S. Treasury upon call. All tax deposits accepted by the Bank are placed in the Treasury note option account. The due to broker balance represents previous day balances transferred from deposit accounts under a sweep account agreement.

6. During the first quarter, Mid Penn Bank ("MPB") entered into a $5 million, five-year, long-term borrowing with the FHLB at a fixed rate of 5.13% and a $5 million, three-year, long-term borrowing with the FHLB at a fixed rate of 5.18%

7. MPB has an unfunded noncontributory defined benefit pension plan for directors. The plan provides defined benefits based on years of service. MPB also has other postretirement benefit plans covering full-time employees. These health care and life insurance plans are noncontributory. MPB uses a December 31 measurement date for its plans.

The components of net periodic benefit costs from these benefit plans are as follows:

Three months ended March 31:
(Dollars in thousands)

	Pension Benefits		Other Benefits	
	2006	2005	2006	2005
Service cost	$ 10	$ 6	$ 5	$ 9
Interest cost	7	10	9	8
Expected return on plan assets	0	0	0	0
Amortization of transition obligation	4	0	0	4
Amortization of prior service cost	0	6	0	0
Amortization of net (gain) loss	(1)	0	0	0
Net periodic benefit cost	$ 20	$ 22	$ 14	$ 21

8. Earnings per share is computed by dividing net income by the weighted average number of common shares outstanding during each of the periods presented, giving retroactive effect to stock dividends. The Corporation's basic and diluted earnings per share are the same since there are no dilutive shares of securities outstanding.

9. The purpose of reporting comprehensive income (loss) is to report a measure of all changes in the Corporation's equity resulting from economic events other than transactions with stockholders in their capacity as stockholders. For the Corporation, "comprehensive income(loss)" includes traditional income statement amounts as well as unrealized gains and losses on certain investments in debt and equity securities (i.e. available for sale securities). Because unrealized gains and losses are part of comprehensive income (loss), comprehensive income (loss) may vary substantially between reporting periods due to fluctuations in the market prices of securities held.

	Three Months Ended March 31: (In thousands)	
	2006	2005
Net Income	$ 1,155	$ 1,017
Other comprehensive income(loss):		
Unrealized holding gains (losses)		

on securities arising during the period	(88)	(432)
Less: reclassification adjs for losses(gains) included in net income	0	0
Other comprehensive income(loss) before income tax (provision) benefit	(88)	(432)
Income tax (provision) benefit related to other comp.income (loss)	30	147
Other comprehensive inc(loss)	(580	(285)
Comprehensive Income	1,097	732

Mid Penn Bancorp, Inc.
Millersburg, Pennsylvania

ITEM 2: Management's Discussion of Consolidated Financial Condition

Management's Discussion of Consolidated Financial Condition as of March 31, 2006, compared to year-end 2005 and the Results of Operations for the first quarter of 2006 compared to the same period in 2005.

CONSOLIDATED FINANCIAL CONDITION

Total assets as of March 31, 2006, were $441,371,000 compared to $438,110,000 as of December 31, 2005.

During the first quarter of 2006, net loans outstanding increased by $5,496,000, or 1.8%. Interest-bearing balances, insured certificates of deposits in other financial institutions and investment securities, decreased by $6,396,000 as we continue to reinvest a portion of these maturing funds into higher yielding loans.

Total deposits balances remained fairly flat during the first quarter with continued competition for deposit dollars in our market.

Short-term borrowings also remained fairly constant during the quarter. We entered into two long-term borrowings during the quarter in anticipation of rising interest rates. All components of long-term debt are advances from the FHLB.
These long-term debt advances match nicely with the average terms of the loans granted on the asset side of the balance sheet.

As of March 31, 2006, the Bank's capital ratios are well in excess of the minimum and well-capitalized guidelines, and the Corporation's capital ratios are in excess of the Bank's capital ratios. In September of 2005, Mid Penn Bancorp's Board of Directors approved a Stock Repurchase Program under which the Corporation could buy back up to 250,000 shares of Mid Penn Bancorp common stock. No shares have been repurchased to date.

RESULTS OF OPERATIONS

Net income for the first quarter of 2006 was $1,155,000, compared with $1,017,000 earned in the same quarter of 2005, an increase of 13.6%. Net income per share for the first quarter of 2006 and 2005 was $.34 and $.30, respectively. Net income as a percentage of stockholders' equity, also known as return on equity, (ROE), was 12.5% on an annualized basis for the first quarter of 2006 as compared to 11.5% for the same period in 2005.

Net interest income increased due to both higher interest rates as well as a larger base of earning assets as compared to the first quarter of 2005. Net interest income of $3,773,000 for the quarter ended March 31, 2006, increased by 16.3% compared to the $3,245,000 earned in the same quarter of 2005. We continue to closely monitor net interest income, positioning the balance sheet so as to benefit in a rising rate environment. According to recent statements by the Federal Reserve, it would appear that interest rates will continue to rise at least through the second quarter of 2006.

During the first quarter of 2006, MPB analyzed interest rate risk using the Profitstar Asset-Liability Management Model. Using the computerized model, Management reviews interest rate risk on a periodic basis. This analysis includes an earnings scenario whereby interest rates are increased by 200 basis points (2 percentage points) and another whereby they are decreased by 200 basis points. At March 31, 2006, these scenarios were within the policy limits of +/- 15% in net interest income for the next twelve months; however, actual results could vary significantly from the calculations prepared by management.

Based on Management's analysis of the loan portfolio, the Bank recorded a $135,000 provision for possible loan and lease losses during the first quarter of 2006, compared to a provision of $60,000 made during the first quarter of 2005. On a quarterly basis, senior management reviews potentially unsound loans taking into consideration judgments regarding risk of loss, economic conditions, trends and other factors in determining a reasonable provision for the period. A portion of the allowance for loan and lease losses is based on applying historical loss ratios to the existing loan portfolio. As a result, the increase in the loan portfolio caused an increase in the provision.

Non-interest income amounted to $825,000 for the first quarter of 2006 compared to $732,000 earned during the same quarter of 2005. The most significant change to non-interest income during the quarter was a $152,000 gain realized on the sale of a long-standing parcel of other real estate. Another significant contribution to non-interest income continues to be insufficient fund (NSF) fee income. NSF fee income contributed approximately $270,000 during the first quarter of 2006.

Non-interest expense amounted to $2,914,000 for the first quarter of 2006 compared to $2,540,000 incurred during the same quarter of 2005. The largest increase in non- interest expense during the first quarter of 2006 as compared to the same period in 2005, was the $103,000 increase in salary and benefits expense, which is largely attributable to the addition of five full-time equivalent personnel at our two newest offices in Harrisburg. Both of these offices opened in the second quarter of 2005. We also paid approximately $92,000 in early withdrawal penalties on a block of five-year interest bearing balances. The proceeds from these jumbo certificates of deposit were reinvested at current rates to increase the Bank's interest income going forward. The increased cash flow will more than offset the penalties paid over the remaining lives of the balances. Professional fees increased by approximately $44,000 during the first quarter of 2006, largely due to recruiting fees paid for two officer-level personnel hired during the quarter.

LIQUIDITY

The Bank's objective is to maintain adequate liquidity while minimizing interest rate risk. Adequate liquidity provides resources for credit needs of borrowers, for depositor withdrawals, and for funding Corporate operations. Sources of liquidity include maturing investment securities, overnight borrowings of federal funds (and Flex Line), payments received on loans, and increases in deposit liabilities.

Funds generated from operations was a major source of funds during the quarter. Another significant source of funds came from the net decrease in interest bearing balances that were liquidated during the first quarter, which generated over $6.3 million in funds. These funds were reinvested in higher-yielding loans and investments during the quarter. Another source of funds during the quarter was a $10 million long-term borrowing entered into with the FHLB, $5 million of which replaced a borrowing that matured during the quarter. These fixed-rate borrowings were consummated in anticipation of higher borrowing costs later in the year.

A major use of funds during the period was the net increase in loans of $5.5 million, particularly in the area of commercial loans secured by real estate. Another major use of cash during the first quarter was the purchase of available for sale securities of $3 million.

CREDIT RISK AND ALLOWANCE FOR LOAN AND LEASE LOSSES

Total non-performing assets were $3,384,000, representing 0.77% of total assets at March 31, 2006, compared to $3,317,000, or 0.76% of total assets at December 31, 2005. Most non-performing assets are supported by collateral value that appears to be adequate at March 31, 2006.

The allowance for loan losses at March 31, 2006, was $3,770,000 or 1.19% of loans, net of unearned interest, as compared to $3,704,000 or 1.19% of loans, net of unearned interest, at December 31, 2005.

Based upon the ongoing analysis of the Bank's loan portfolio by the loan review department, the latest quarterly analysis of potentially uncollectible loans and non-performing assets, we consider the Allowance for Loan Losses to be adequate to absorb any foreseeable loan or lease losses.

	Mar. 31, 2006	Dec. 31, 2005
Non-Performing Assets:		
Non-accrual loans	1,887	1,773
Past due 90 days or more	855	1,086
Restructured loans	0	0
Total non-performing loans	2,742	2,859
Other real estate	642	458
Total	3,384	3,317
Percentage of total loans outstanding	1.07%	1.06%
Percentage of total assets	0.77%	0.76%
Analysis of the Allowance for Loan Losses:		
Balance beginning of period	3,704	3,643
Loans charged off:		
Commercial real estate, construction and land development	0	32
Commercial, industrial and agricultural	32	29
Real estate - residential mortgage	0	0
Consumer	55	138
Total loans charged off	87	199
Recoveries of loans previously charged off:		
Commercial real estate, construction and land development	0	0
Commercial, industrial and agricultural	1	12
Real estate - residential mortgage	0	0

Consumer	17	23
Total recoveries	18	35
Net (charge-offs) recoveries	(69)	(164)
Current period provision for loan losses	135	225
Balance end of period	3,770	3,704

Item 3: Quantitative and Qualitative Disclosure about Market Risk

Item 4: Controls and Procedures:

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, Mid Penn Bancorp updated its evaluation, under the supervision and with the participation of the Mid Penn Bancorp's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the corporation's disclosure controls and procedures pursuant to the Securities Exchange Act of 1934 ("Exchange Act") Rule 13a-15e. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that Mid Penn Bancorp's disclosure controls and procedures are effective in timely alerting them to material information relating to Mid Penn Bancorp (including its consolidated subsidiaries) required to be included in our periodic SEC filings.

Changes in Internal Controls Over Financial Reporting

There were no significant changes in Mid Penn Bancorp's internal controls or, to its knowledge, in other factors that could significantly affect internal controls during the fiscal quarter ended March 31, 2006.

Mid Penn Bancorp, Inc.

PART II - OTHER INFORMATION:

Item 1. Legal Proceedings - Management is not aware of any litigation that would have a material adverse effect on the consolidated financial position of Mid

Penn Bancorp. There are no proceedings pending other than ordinary routine litigation incident to the business of Mid Penn Bancorp and of Mid Penn Bank. In addition, management does not know of any material proceedings contemplated by governmental authorities against Mid Penn Bancorp or Mid Penn Bank or any of its properties.

Item 1A. Risk Factors - There are no material changes from the risk factors as previously disclosed in the Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds - Nothing to report

Item 3. Defaults Upon Senior Securities - Nothing to report

Item 4. Submission of Matters to a Vote of Security Holders - Nothing to report

Item 5. Other Information - Nothing to report

Item 6. Exhibits -

3(i) The Registrant's Articles of Incorporation. (Incorporated by reference to Registrant's Annual Report on Form 10-K filed with the SEC on March 29, 2002.)

3(ii) The Registrant's By-laws. (Incorporated by reference to Registrant's Annual Report on Form 10-K filed with the SEC on March 29, 2002.)

10.1 Mid Penn Bank's Profit Sharing Retirement Plan. (Incorporated by reference to Registrant's Annual Report on Form 10-K filed with the SEC on March 29, 2002.)

10.2 Mid Penn Bank's Employee Stock Ownership Plan. (Incorporated by reference to Registrant's Annual Report on Form 10-K filed with the SEC on March 29, 2002.)

10.3 The Registrant's Dividend Reinvestment Plan, as amended and restated. (Incorporated by reference to Registrant's Registration Statement on Form S-3, filed with the SEC on October 12, 2005.)

10.4 Salary Continuation Agreement between Mid Penn Bank and Alan W. Dakey. (Incorporated by reference to Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 28, 2003.)

10.5 Split Dollar Agreement between Mid Penn Bank and Eugene F. Shaffer (Incorporated by reference to Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 14, 2005)

10.6 Death Benefit Plan and Agreement between Mid Penn Bank and the Trustee of the Eugene F. Shaffer Irrevocable Trust (Incorporated by reference to Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 14, 2005)

14 The Registrant's Code of Ethics. (Incorporated by reference to Registrant's Form 8-K filed with the Securities and Exchange Commission on March 9, 2005)

21 Subsidiaries of Registrant. (Incorporated by reference to Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 14, 2005)

31.1 Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer.

31.2 Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer.

32.1 Chief Executive Officer's ss.1350 Certification.

32.2 Chief Financial Officer's ss.1350 Certification

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 thereunto duly authorized.

Mid Penn Bancorp, Inc.
Registrant

By: /s/ Alan W. Dakey	By: /s/ Kevin W. Laudenslager
Alan W. Dakey	Kevin W. Laudenslager
President & CEO	Treasurer
Date: May 5, 2006	Date: May 5, 2006

EXHIBIT 31.1

CERTIFICATION

I, ALAN W. DAKEY, PRESIDENT AND CEO, certify, that:

1. I have reviewed this quarterly report on Form 10-Q of Mid Penn Bancorp.

2. Based on my knowledge, the quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report.

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

   (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   (a) all significant deficiencies in the design or operation of the internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 5, 2006

By: /s/ Alan W. Dakey

Alan W. Dakey
Pres. And CEO

EXHIBIT 31.2

CERTIFICATION

I, KEVIN W. LAUDENSLAGER, TREASURER, certify, that:

1. I have reviewed this quarterly report on Form 10-Q of Mid Penn Bancorp.

2. Based on my knowledge, the quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report.

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

   (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   (a) all significant deficiencies in the design or operation of the internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 5, 2006

By: /s/ Kevin W. Laudenslager
Kevin W. Laudenslager
Treasurer

EXHIBIT 32.1

SECTION 906 - CERTIFICATION.

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADDED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Mid Penn Bancorp (the "Company") for the period ended March 31, 2006, as filed with the Securities and Exchange Commission (the "Report"), I, ALAN W. DAKEY, PRES. AND CEO, of the Company, certify, pursuant to 18 U.S.C. ss.1350, as added by ss. 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: May 5, 2006

By: /s/ Alan W.Dakey

Alan W. Dakey
Pres. And CEO

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADDED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Mid Penn Bancorp (the "Company") for the period ended March 31, 2006, as filed with the Securities and Exchange Commission (the "Report"), I, Kevin W. Laudenslager, Treasurer, of the Company, certify, pursuant to 18 U.S.C. ss.1350, as added by ss. 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: May 5, 2006

By: /s/ Kevin W. Laudenslager

Kevin W. Laudenslager
Treasurer