

ACCESS NATIONAL CORP
Form 4
January 25, 2017

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 *
Clarke Michael W

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)
01/23/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO

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		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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
common stock	01/23/2017		M		2,500	A	\$ 9.24	702,029.68	D
common stock	01/23/2017		M		2,500	A	\$ 15.21	704,529.68	D
common stock	01/23/2017		M		2,500	A	\$ 16.22	707,029.68	D
common stock	01/23/2017		M		2,500	A	\$ 15.97	709,529.68	D
	01/23/2017		M		2,500	A		712,029.68	D

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common stock	\$			
	17.96			
common stock		92,224.04	I	By spouse.

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

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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 (Ins	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
options to purchase	\$ 9.24	01/23/2017		M	2,500	<u>(1)</u>	01/31/2017	common stock	2,500
options to purchase	\$ 15.21	01/23/2017		M	2,500	<u>(2)</u>	01/28/2018	common stock	2,500
options to purchase	\$ 16.22	01/23/2017		M	2,500	<u>(3)</u>	03/15/2018	common stock	2,500
options to purchase	\$ 15.97	01/23/2017		M	2,500	<u>(4)</u>	01/22/2019	common stock	2,500
options to purchase	\$ 17.96	01/23/2017		M	2,500	<u>(5)</u>	01/21/2020	common stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Clarke Michael W
C/O ACCESS NATIONAL CORPORATION
1800 ROBERT FULTON DRIVE, SUITE 300
RESTON, VA 20191

X

President, CEO

Signatures

Sheila M. Linton, as attorney-in-fact for Michael W.
Clarke

01/25/2017

__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) The option vests in four equal installments as follows: 25% on 01/31/2013; 25% on 01/31/2014; 25% on 01/31/2015; and 25% on 01/31/2016.
- (2) The option vests in four equal installments as follows: 25% on 01/28/2014; 25% on 01/28/2015; 25% on 01/28/2016; and 25% on 01/28/2017.
- (3) The option vests in four equal installments as follows: 25% on 03/15/2014; 25% on 03/15/2015; 25% on 03/15/2016; and 25% on 03/15/2017.
- (4) The option vests in four equal installments as follows: 25% on 01/22/2015; 25% on 01/22/2016; 25% on 01/22/2017; and 25% on 01/22/2018.
- (5) The option vests in four equal installments as follows: 25% on 01/21/2016; 25% on 01/21/2017; 25% on 01/21/2018; and 25% on 01/21/2019.

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.