

MCDANIEL MARY LEIGH

Form 4

February 05, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

**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 *
MCDANIEL MARY LEIGH

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)
02/01/2019

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 (Instr. 8)	4. Securities Acquired 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)
common stock	02/01/2019		D	Amount 7,938.27 (1)	(A) or (D) Price D 2 0	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Filing Date (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
options to purchase	\$ 29.51	02/01/2019		D	897	<u>(3)</u>	03/15/2023	common stock	897
options to purchase	\$ 28.92	02/01/2019		D	1,982	<u>(3)</u>	06/28/2023	common stock	1,982

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCDANIEL MARY LEIGH
C/O ACCESS NATIONAL CORPORATION
1800 ROBERT FULTON DRIVE, SUITE 300
RESTON, VA 20191

X

Signatures

Sheila M. Linton, as attorney-in-fact for Mary Leigh
McDaniel

02/05/2019

__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) Includes 8.16 shares acquired on 11/23/2018 pursuant to a dividend reinvestment feature of the Access National Corporation Dividend Reinvestment and Stock Purchase Plan.

Disposed of pursuant to the Agreement and Plan of Reorganization between Union Bankshares Corporation ("Union") and issuer, dated October 4, 2018, as amended on December 7, 2018 (the "Merger Agreement"), pursuant to which the issuer was merged with and into

- (2) Union effective February 1, 2019 (the "Merger"). Pursuant to the Merger, each issued and outstanding share of common stock of the issuer was converted into 0.75 shares of Union common stock, with cash paid in lieu of fractional shares. As a result of the Merger, the reporting person no longer beneficially owns directly or indirectly any shares of common stock of the issuer.

Pursuant to the Merger Agreement, each option to purchase shares of issuer's common stock that was outstanding and unexercised immediately prior to the effective time of the Merger automatically converted into a stock option to purchase shares of Union common

- (3) stock, with the number of underlying shares and the exercise price determined as set forth in the Merger Agreement. Except as otherwise set forth in this Form 4, each such stock option was already fully vested and exercisable or became fully vested and exercisable in connection with the Merger.

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(4) This option was converted into an option to purchase 672 shares of Union common stock for \$39.35 per share.

(5) This option was converted into an option to purchase 1,486 shares of Union common stock for \$38.56 per share.

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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