

Nester Paul W
Form 4
March 15, 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 *
Nester Paul W

2. Issuer Name and Ticker or Trading Symbol
RGC RESOURCES INC [RGC0]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 13007

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Treasurer, Secretary & CFO

(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

ROANOKE, VA 24030

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/13/2019 | | M ⁽¹⁾ | 1,650 A | \$ 12.673 | (2) | D |
| Common Stock | 03/13/2019 | | M ⁽³⁾ | 1,000 A | \$ 12.633 | | D |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Options | \$ 12.673 | 03/13/2019 | | M | 1,650 | 10/01/2013 04/01/2023 | Common Stock 1,650 |
| Employee Stock Options | \$ 12.633 | 03/13/2019 | | M | 1,000 | 06/06/2014 12/06/2023 | Common Stock 1,000 |
| Employee Stock Options | \$ 14.4 | | | | | 06/04/2015 12/04/2024 | Common Stock 6,000 |
| Employee Stock Options | \$ 14.147 | | | | | 06/03/2016 12/03/2025 | Common Stock 7,500 |
| Employee Stock Options | \$ 16.367 | | | | | 06/08/2017 12/08/2026 | Common Stock 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nester Paul W P.O. BOX 13007 ROANOKE, VA 24030 | | | VP, Treasurer, Secretary & CFO | |

Signatures

Paul W. Nester 03/15/2019
 **Signature of Date
 Reporting Person

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) Exercise of options granted 04/01/2013.

(2) Includes 6.988 shares purchased through dividends reinvested in the RGC Resources, Inc. Dividend Reinvestment Stock Purchase Plan and 22.549 restricted shares purchased 02/01/2019 through dividends reinvested in the RGC Resources, Inc. Restricted Stock Plan.

(3) Exercise of options granted 12/06/2013.

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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