

D ORAZIO JOHN S
 Form 4
 February 14, 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 *
 D ORAZIO JOHN S

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)
 PO BOX 13007

3. Date of Earliest Transaction (Month/Day/Year)
 02/12/2019

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/12/2019 | | M ⁽¹⁾ | | \$ 2,892 A 12.673 | 46,167.241 | D |
| Common Stock | 02/12/2019 | | S | | \$ 2,892 D 28 | 43,275.241 | D |
| Common Stock | 02/12/2019 | | M ⁽²⁾ | | \$ 2,008 A 12.633 | 45,283.241 | D |
| Common Stock | 02/12/2019 | | S | | \$ 2,008 D 28 | 43,275.241 | 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) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Options | \$ 12.673 | 02/12/2019 | | M | 2,892 | 10/01/2013 | 04/01/2023 | Common Stock | 2,892 |
| Employee Stock Options | \$ 12.633 | 02/12/2019 | | M | 2,008 | 06/06/2014 | 12/06/2023 | Common Stock | 2,008 |
| Employee Stock Options | \$ 14.4 | | | | | 06/04/2015 | 12/04/2024 | Common Stock | 7,500 |
| Employee Stock Options | \$ 14.147 | | | | | 06/03/2016 | 12/03/2025 | Common Stock | 8,250 |
| Employee Stock Options | \$ 16.367 | | | | | 06/08/2017 | 12/08/2026 | Common Stock | 9,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| D ORAZIO JOHN S PO BOX 13007 ROANOKE, VA 24030 | X | | CEO & President | |

Signatures

John S.
D'Orazio

02/14/2019

__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) Exercise of options granted 04/01/2013.
 - (2) 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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