

Grabin Elizabeth A
 Form 4
 March 05, 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 *
 Grabin Elizabeth A

2. Issuer Name and Ticker or Trading Symbol
 QCR HOLDINGS INC [QCRH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3551 SEVENTH STREET, SUITE 204
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 1st VP Dir of Financial Report

MOLINE, IL 61265

(City) (State) (Zip)

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

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 (A) or (D) Price			
Common Stock	03/01/2019		M	52 A \$ 0	52	D	
Common Stock	03/01/2019		F(1)	17 D \$ 36	35	D	
Common Stock					772.36	I	by Managed Account

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)
Performance Shares	\$ 36 ⁽²⁾	03/01/2019		A	186	03/01/2020 ⁽²⁾ 03/01/2029	Common Stock 1
Performance Shares	⁽³⁾	03/01/2019		M	52	⁽³⁾ ⁽³⁾	Common Stock 5
Non-Qualified Stock Option (right to buy)	\$ 17.1					02/03/2015 02/03/2024	Common Stock 3
Non-Qualified Stock Option (right to buy)	\$ 17.49					02/02/2016 02/02/2025	Common Stock 1
Non-Qualified Stock Option (right to buy)	\$ 22.64					02/01/2017 02/01/2026	Common Stock 4
Non-Qualified Stock Option (right to buy)	\$ 45					03/01/2018 ⁽⁴⁾ 03/01/2027	Common Stock 4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grabin Elizabeth A 3551 SEVENTH STREET SUITE 204 MOLINE, IL 61265			1st VP Dir of Financial Report	

Signatures

By: Shellee R. Showalter For: Elizabeth A.
Grabin

03/05/2019

__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) Surrender of common stock to issuer upon vesting of restricted stock award to pay withholding taxes

Restricted stock unit grant. Each restricted stock unit represents a contingent right to receive one share of QCR Holdings, Inc. common stock or the cash equivalent of one share of common stock. The restricted stock units vest in four annual equal installments beginning on March 1, 2020.

(2) Restricted stock unit grant. Each restricted stock unit represents a contingent right to receive one share of QCR Holdings, Inc. common stock or the cash equivalent of one share of common stock. The restricted stock units vest in four annual equal installments beginning on March 1, 2019.

(3) These options are exercisable in annual increments of 25% each, with the first 25% vesting on the first anniversary of the option grant.

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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