

Shockley C James Jr
Form 5
October 10, 2018

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Shockley C James Jr
(Last) (First) (Middle)
P.O. BOX 13007
(Street)
ROANOKE, VA 24030
(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Operations

6. Individual or Joint/Group Reporting
(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) | Amount | (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------------|--|--|---|
| Common Stock | 02/01/2018 | Â | A ⁽¹⁾ | 2.822 | A | \$ 23.92 | 5,533.577 | D | Â |
| Common Stock | 02/01/2018 | Â | A ⁽²⁾ | 7.622 | A | \$ 23.92 | 5,541.199 | D | Â |
| Common Stock | 05/01/2018 | Â | A ⁽³⁾ | 2.555 | A | \$ 26.43 | 5,543.754 | D | Â |
| Common Stock | 05/01/2018 | Â | A ⁽⁴⁾ | 6.942 | A | \$ 26.43 | 5,550.696 | D | Â |

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| | | | | | | | | | |
|--------------|------------|---|------------------|-------|---|----------|-----------|---|---|
| Common Stock | 08/01/2018 | Â | A ⁽⁵⁾ | 2.335 | A | \$ 28.94 | 5,553.031 | D | Â |
| Common Stock | 08/01/2018 | Â | A ⁽⁶⁾ | 6.377 | A | \$ 28.94 | 5,559.408 | D | Â |

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option | \$ 12.633 | Â | Â | Â | Â (A) Â (D) | 06/06/2014 12/06/2023 | Common Stock | 4,5 |
| Non-Qualified Stock Option | \$ 14.4 | Â | Â | Â | Â (A) Â (D) | 06/04/2015 12/04/2024 | Common Stock | 4,5 |
| Non-Qualified Stock Option | \$ 14.147 | Â | Â | Â | Â (A) Â (D) | 06/03/2016 12/03/2025 | Common Stock | 4,5 |
| Non-Qualified Stock Option | \$ 16.367 | Â | Â | Â | Â (A) Â (D) | 06/08/2017 12/08/2026 | Common Stock | 4,5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shockley C James Jr P.O. BOX 13007 ROANOKE, VA 24030 | Â | Â | Â VP, Operations | Â |

Signatures

C. James
Shockley, Jr. 10/10/2018
Date

Signature of
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) Shares purchased 02/01/2018 through dividends reinvested in the RGC Resources, Inc. Dividend Reinvestment and Stock Purchase Plan.
- (2) Restricted shares purchased 02/01/2018 through dividends reinvested in the RGC Resources, Inc. Restricted Stock Plan.
- (3) Shares purchased 05/01/2018 through dividends reinvested in the RGC Resources, Inc. Dividend Reinvestment and Stock Purchase Plan.
- (4) Restricted shares purchased 05/01/2018 through dividends reinvested in the RGC Resources, Inc. Restricted Stock Plan.
- (5) Shares purchased 08/01/2018 through dividends reinvested in the RGC Resources, Inc. Dividend Reinvestment and Stock Purchase Plan.
- (6) Restricted shares purchased 08/01/2018 through dividends reinvested in the RGC Resources, Inc. Restricted Stock Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.