SMITH MIDLAND CORP

Form 4

December 16, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

10% Owner

Other (specify

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Gerhardt Richard

2. Issuer Name and Ticker or Trading Symbol

SMITH MIDLAND CORP [SMID]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

12/14/2016

(Month/Day/Year) X_ Director

(Check all applicable)

C/O SMITH-MIDLAND CORPORATION, 5119 CATLETT

(Street)

ROAD

(City)

1. Title of

Security

(Instr. 3)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Officer (give title

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MIDLAND, VA 22728

(State) (Zip) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4)

(9-02)

(A) or

Transaction(s) (Instr. 3 and 4)

Reported

Code V Amount Price (D)

Common 12/14/2016 Stock

2,000 A (1)

\$0 2,000 D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 5. 6. Date Exercisable and | | 7. Title and | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------------|------------------------|----------------------------|-------|--------------------|-------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ate | Amount | of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day | Year) | Underlyi | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | | | Securities | | (Instr. 5) | Bene |
| | Derivative | | | | Securities Acquired | | | (Instr. 3 and 4) | | | Own |
| | Security | | | | | | | | | Follo | |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | ٨ | mount | | |
| | | | | | | | | | | | |
| | | | | | | Date Expiration | | or Title Number | | | |
| | | | | | | Exercisable | Date | of | | | |
| | | | | Code V | (A) (D) | | | | hares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Gerhardt Richard C/O SMITH-MIDLAND CORPORATION 5119 CATLETT ROAD MIDLAND, VA 22728

X

Signatures

/s/ Richard 12/15/2016 Gerhardt

**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).
- Restricted shares granted pursuant to the Smith-Midland Corporation 2016 Equity Incentive Plan which vest to the extent of one-third of the shares on each of December 14, 2017, December 14, 2018, and December 14, 2019.

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

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