

SMITH MIDLAND CORP
 Form 4
 December 12, 2016

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 *
SMITH ASHLEY B

(Last) (First) (Middle)

C/O SMITH-MIDLAND CORPORATION, 5119 CATLETT ROAD

(Street)

MIDLAND, VA 22728

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SMITH MIDLAND CORP [SMID]

3. Date of Earliest Transaction
 (Month/Day/Year)
12/08/2016

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)
President

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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	12/08/2016		S		4,000	D	\$ 4.85 142,417 D
Common Stock	12/08/2016		S		2,650	D	\$ 4.8 139,767 D
Common Stock	12/12/2016		M		7,000	A	\$ 2.15 139,767 D
Common Stock	12/12/2016		M		14,800	A	\$ 1.21 139,767 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)	8. Amount or Number of Shares
Option (Right to Buy)	\$ 2.15	12/12/2016		M	7,000	<u>(1)</u> 05/21/2017	Common Stock	7,000
Option (Right to Buy)	\$ 1.21	12/12/2016		M	14,800	<u>(2)</u> 06/30/2018	Common Stock	14,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH ASHLEY B C/O SMITH-MIDLAND CORPORATION 5119 CATLETT ROAD MIDLAND, VA 22728	X		President	

Signatures

/s/ Ashley B. Smith 12/12/2016

__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) Options became exercisable cumulatively to the extent of 1/3 of the number of underlying shares on each of May 22, 2008, 2009 and 2010.
- (2) Options became exercisable cumulatively to the extent of 1/3 of the number of underlying shares on each of June 30, 2009, 2010 and 2011.

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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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