

Nester Paul W
 Form 4
 March 15, 2019

FORM 4

**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).

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 *
 Nester Paul W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/13/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Treasurer, Secretary & CFO

P.O. BOX 13007
 (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 Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	03/13/2019		M ⁽¹⁾	1,650 A \$ 12.673	17,533.011 ⁽²⁾	D	
Common Stock	03/13/2019		M ⁽³⁾	1,000 A \$ 12.633	18,533.011	D	

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	\$ 12.673	03/13/2019		M	1,650	10/01/2013	04/01/2023	Common Stock	1,650
Employee Stock Options	\$ 12.633	03/13/2019		M	1,000	06/06/2014	12/06/2023	Common Stock	1,000
Employee Stock Options	\$ 14.4					06/04/2015	12/04/2024	Common Stock	6,000
Employee Stock Options	\$ 14.147					06/03/2016	12/03/2025	Common Stock	7,500
Employee Stock Options	\$ 16.367					06/08/2017	12/08/2026	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nester Paul W P.O. BOX 13007 ROANOKE, VA 24030			VP, Treasurer, Secretary & CFO	

Signatures

Paul W. Nester 03/15/2019
 **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).

(1) Exercise of options granted 04/01/2013.

(2) Includes 6.988 shares purchased through dividends reinvested in the RGC Resources, Inc. Dividend Reinvestment Stock Purchase Plan and 22.549 restricted shares purchased 02/01/2019 through dividends reinvested in the RGC Resources, Inc. Restricted Stock Plan.

(3) 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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