

SMITH MIDLAND CORP  
 Form 4  
 February 08, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
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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 \*  
 Tall Cotton Partners, LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/04/2016

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

C/O VIRGINIA CAPITAL PARTNERS, 1801 LIBBIE AVENUE, SUITE 201

(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  
 \_X\_ Form filed by More than One Reporting Person

RICHMOND, VA 23226

(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)
				(A) or (D)	Price		
Common Stock	02/04/2016		S	V	180,166	D	
					\$ 2.19		
					387,197	D	

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

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

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tall Cotton Partners, LLC C/O VIRGINIA CAPITAL PARTNERS 1801 LIBBIE AVENUE, SUITE 201 RICHMOND, VA 23226		X		
Russell Frederick L. Jr. C/O VIRGINIA CAPITAL PARTNERS 1801 LIBBIE AVENUE, SUITE 201 RICHMOND, VA 23226		X		
Virginia Capital II, LP C/O VIRGINIA CAPITAL PARTNERS 1801 LIBBIE AVENUE, SUITE 201 RICHMOND, VA 23226		X		
Virginia Capital Partners II, LLC C/O VIRGINIA CAPITAL PARTNERS 1801 LIBBIE AVENUE, SUITE 201 RICHMOND, VA 23226		X		
Virginia Capital Partners, LLC C/O VIRGINIA CAPITAL PARTNERS 1801 LIBBIE AVENUE, SUITE 201 RICHMOND, VA 23226		X		

## Signatures

/s/ Frederick L. Russell, Jr., President of Virginia Capital Partners II, LLC, Manager of Tall Cotton Partners, LLC 02/08/2016

\_\_Signature of Reporting Person Date

/s/ Frederick L. Russell, Jr. 02/08/2016

\_\_Signature of Reporting Person Date

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/s/ Frederick L. Russell, Jr., Manager of Virginia Capital Partners II, LLC, General Partner of Virginia Capital II, LP	02/08/2016
**Signature of Reporting Person	Date
/s/ Frederick L. Russell, Jr., Manager	02/08/2016
**Signature of Reporting Person	Date
/s/ Frederick L. Russell, Jr., Manager	02/08/2016
**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).

### Remarks:

Shares are owned directly by Tall Cotton Partners, LLC ("TCP"). Virginia Capital II, LP ("VCP II, LP") owns a majority of the

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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