

SMITH MIDLAND CORP
 Form 4
 February 08, 2016

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 *
 Tall Cotton Partners, LLC

(Last) (First) (Middle)

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

(Street)

RICHMOND, VA 23226

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/04/2016 | | S | V Amount (D) Price 180,166 D \$ 2.19 | 387,197 | 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)

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. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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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