

BAUER MICHAEL A  
 Form 5  
 February 17, 2009

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**BAUER MICHAEL A**  
  
 (Last) (First) (Middle)  
  
**3551 7TH STREET, SUITE 100**  
  
 (Street)

2. Issuer Name and Ticker or Trading Symbol  
**QCR HOLDINGS INC [QCRH]**  
  
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2008**

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Vice Chairman, QCR Holdings

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

6. Individual or Joint/Group Reporting (check applicable line)

**MOLINE, IL 61265**  
  
 (City) (State) (Zip)

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)	Amount (A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/10/2008	Â	I	5	A	\$ 14.66	25,794.82	D	Â
Common Stock	03/31/2008	Â	P	28	A	\$ 12.825	25,822.82	D	Â
Common Stock	06/30/2008	Â	P	26	A	\$ 11.259	25,848.82	D	Â
Common Stock	07/08/2008	Â	I	6	A	\$ 11.83	25,854.82	D	Â

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Common Stock	09/30/2008	Â	P	31	A	\$ 11.25	25,885.82	D	Â
Common Stock	12/16/2008	Â	G	500	D	\$ 11.75	25,385.82	D	Â
Common Stock	12/31/2008	Â	P	34	A	\$ 9	25,419.82	D	Â
Common Stock	03/31/2008	Â	P	14.64	A	\$ 14.9	7,263.42	I	by Managed Account
Common Stock	06/30/2008	Â	P	29	A	\$ 12.51	7,292.42	I	by Managed Account
Common Stock	09/30/2008	Â	P	56	A	\$ 13.3	7,348.42	I	by Managed Account
Common Stock	12/31/2008	Â	I	28.6	D	\$ 10	7,319.82	I	by Managed Account (1)
Common Stock	03/31/2008	Â	P	9.31	A	\$ 14.9	8,763.42	I	by Trust
Common Stock	06/30/2008	Â	P	17.88	A	\$ 12.51	8,781.3	I	by Trust
Common Stock	12/31/2008	Â	P	28.53	A	\$ 11.62	8,809.83	I	by Trust
Common Stock	Â	Â	Â	Â	Â	Â	6,862	I	by IRA
Common Stock	Â	Â	Â	Â	Â	Â	1,711.64	I	by Son
Common Stock	Â	Â	Â	Â	Â	Â	18.24	I	by Spouse

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	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. of D Se B O E
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Disposed of (D) (Instr. 3, 4, and 5)

(A) (D) Date Exercisable Expiration Date Title Amount or Number of Shares

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row 1: BAUER MICHAEL A, 3551 7TH STREET, SUITE 100, MOLINE, IL 61265; Relationships: X (Director), (10% Owner), (Officer), (Other), Vice Chairman, QCR Holdings.

Signatures

By: Rick J. Jennings For: Michael A. Bauer 02/17/2009
\*\*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) Indirect beneficial ownership by 401 (k) plan.

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