

MVB FINANCIAL CORP
Form 4/A
March 11, 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 *
DEAN HARRY E III

(Last) (First) (Middle)
2400 CRANBERRY SQ.
(Street)

MORGANTOWN, WV 26508

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MVB FINANCIAL CORP [MVBF]

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
02/05/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) | Code | V | Amount | (D) | Price |

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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security | | | or Disposed of | | Date Exercisable | Expiration Date | Title | Am or Num of S | |
|----------------------|---------|------------|----------------|-----|------------------|------------------------------|------------|----------------|-----|
| | | | (D) | (D) | | | | | |
| | | | Code | V | (A) | (D) | | | |
| Common Stock Options | \$ 12.5 | 02/03/2016 | A | | 10,000 | 02/03/2017 ⁽¹⁾ | 02/03/2026 | Common Stock | 10, |
| Common Stock Options | \$ 13.5 | | | | | 03/02/2016 ⁽²⁾ | 03/02/2025 | Common Stock | 2, |
| Common Stock Options | \$ 16 | | | | | 02/21/2015 ⁽³⁾⁽⁴⁾ | 02/21/2024 | Common Stock | 3, |
| Common Stock Options | \$ 12 | | | | | 01/01/2014 ⁽⁴⁾⁽⁵⁾ | 01/01/2023 | Common Stock | 10, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DEAN HARRY E III 2400 CRANBERRY SQ. MORGANTOWN, WV 26508 | X | | | |

Signatures

/s/ Lisa Wanstreet
McCormick

03/11/2016

**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) Stock Options granted - 1/5 of shares become exercisable 02/03/17, 02/03/18, 02/03/19, 02/03/20 and 02/03/21, respectively.

(2) Stock Options granted - 1/5 of the options become exercisable 03/02/16, 03/02/17, 03/02/18, 03/02/19 and 03/02/20, respectively

(3) Stock Options granted - 1/5 of the options become exercisable 02/21/15, 02/21/16, 02/21/17, 02/21/18 and 02/21/19, respectively

(4) Share amount and price adjusted for the 2 for 1 stock split April 1, 2014

(5) Stock Options granted - 1/5 of shares become exercisable 01/01/14, 01/01/15, 01/01/16, 01/01/17 and 01/01/18, respectively

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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