

MVB FINANCIAL CORP  
 Form 4  
 July 02, 2014

**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 \*  
 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)  
 06/30/2014

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |   |
| Common Shares                   | 06/16/2014                           | 06/16/2014   | J <sup>(5)</sup>               | 458.0825 A \$ 16  | 183,691.1317 <sup>(4)</sup>   | I  | Gift Trust - Spouse is Trustee <sup>(1)</sup>         |
| Common Shares                   |                                      |  |                                |   | 16,500 <sup>(4)</sup>   | 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 Underlying (Instr. 3 and 4) |                  |                 |               |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|------------------|-----------------|---------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)                                      | Date Exercisable | Expiration Date | Title         |
| Common Shares                              | \$ 12 <sup>(6)</sup>                                   |                                      |  |                                |   | 01/01/2014 <sup>(2)</sup>                                | 01/01/2023                               |                  |                 | Common Shares |
| Common Shares                              | \$ 16 <sup>(6)</sup>                                   |                                      |  |                                |   | 02/21/2015 <sup>(3)</sup>                                | 02/21/2024                               |                  |                 | Common Shares |
| Convertible Subordinated Promissory Note   | \$ 16  | 06/30/2014                           |  | J <sup>(7)</sup>               | \$ 1,000,000  | 06/30/2015   | 07/30/2019                               |                  |                 | Common Shares |

## Reporting Owners

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

## Signatures

Lisa Wanstreet McCormick, POA for Harry E Dean, III 07/02/2014

\*\*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) Harry Edward Dean III Gift Trust - Sharri Lynn Dean, Trustee
- (2) MVB Stock Options - 1/5 of shares become available 01/01/14, 01/01/15, 01/01/16, 01/01/17 and 01/01/18, respectively
- (3) MVB Stock Options - 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 adjusted for the 2 for 1 stock split April 1, 2014
- (5) Shares acquired thru the DRIP on 06/16/2014
- (6) Share price adjusted for the 2 for 1 stock split April 1, 2014
- (7) Convertible Subordinated Promissory Note

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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