

FIRST NATIONAL CORP /VA/
 Form 4
 November 25, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Smith Gerald F JR

2. Issuer Name and Ticker or Trading Symbol
 FIRST NATIONAL CORP /VA/
 [FXNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 112 W KING ST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/21/2014

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

STRASBURG, VA 22657

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/21/2014		S		245,124 (1) D \$ 6 (2) 397,779	I	By G.F. Smith Jr. Revocable Trust
Common Stock	11/21/2014		S		245,124 (1) D \$ 6 (2) 152,655	I	By G.F. Smith Jr. Revocable Trust
Common Stock					500	D	
					900	I	

Common Stock					By Kaye DeHaven Smith Irrevocable Trust FBO Elise D. Smith (Daughter) <u>(3) (4)</u>
Common Stock		800	I		By Kaye DeHaven Smith Irrevocable Trust FBO Emily N. Smith (Daughter) <u>(3) (4)</u>
Common Stock		800	I		By Kaye DeHaven Smith Irrevocable Trust FBO Evan A. Smith (Son) <u>(3) (4)</u>
Common Stock		3,100	I		As custodian for Elise D. Smith (Daughter) <u>(4)</u>
Common Stock		4,600	I		By Emily N. Smith (Daughter) <u>(4)</u>

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
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