

FIRST NATIONAL CORP /VA/
 Form 4
 November 18, 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 *
 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)
 11/16/2016

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

STRASBURG, VA 22657
 (City) (State) (Zip)

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

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, \$1.25 par value | 11/16/2016 | | A | 300 A | \$ 0 800 | D | |
| Common Stock, \$1.25 par value | | | | | 20,681 ⁽³⁾ | I | By G F Smith Jr Revocable Trust |
| Common Stock, \$1.25 par value | | | | | 47,193 | I | As custodian for Elise D. Smith (daughter) ⁽¹⁾ |

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| | | | |
|--------------------------------|--------|---|---|
| Common Stock, \$1.25 par value | 48,693 | I | By Emily N. Smith (Daughter) <u>(1)</u> |
| Common Stock, \$1.25 par value | 900 | I | By Kaye DeHaven Smith Irrevocable Trust FBO Elise D. Smith (Daughter) <u>(1)</u> <u>(2)</u> |
| Common Stock, \$1.25 par value | 800 | I | By Kaye DeHaven Smith Irrevocable Trust FBO Emily N. Smith (Daughter) <u>(1)</u> <u>(2)</u> |
| Common Stock, \$1.25 par value | 640 | I | By Kaye DeHaven Smith Irrevocable Trust FBO Evan A. Smith (Son) <u>(1)</u> <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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, | 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

4, and 5)

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|------|---|-----|-----|---------------------|--------------------|-------|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Gerald F JR 112 W KING ST STRASBURG, VA 22657 | X | | | |

Signatures

| | |
|---|------------|
| Justin M. Hockman, by Power of Attorney | 11/18/2016 |
| __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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (2) The reporting person serves as a co-trustee of this irrevocable trust.
- (3) Includes 305 shares of the issuer's common stock previously held by the reporting person directly that were transferred to the G F Smith, Jr. Revocable Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.