WINN JAMES CLIFTON
Form 3
January 26, 2018

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF 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 *
Â WINN JAMES CLIFTON
(Last) (First) (Middle)

13319 MIDLOTHIAN TURNPIKE
(Street)

MIDLOTHIAN,Â VAÂ 23113
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/11/2017

3. Issuer Name **and** Ticker or Trading Symbol
Village Bank & Trust Financial Corp. [VBFC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Pres. Village Bank Mortgage

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

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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	207	D	Â

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (2)	07/10/2027	Common Stock	350	$ (1)	D	Â
Restricted Stock Units	Â (3)	07/01/2026	Common Stock	375	$ (1)	D	Â
Restricted Stock Units	Â (4)	07/02/2025	Common Stock	187	$ (1)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WINN JAMES CLIFTON 13319 MIDLOTHIAN TURNPIKE MIDLOTHIAN,Â VAÂ 23113	Â	Â	Â Pres. Village Bank Mortgage	Â

Signatures

/s/ James Clifton Winn	01/25/2018
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.

(2) Restricted stock award vests at the rate of 1/3 per year over three years beginning on July 10, 2018.

(3) Restricted stock award vests at the rate of 25% per year over two years and 50% on the third year. The first installment became exercisable on July 1, 2017, and the next two installments became exercisable on July 1, 2018 and July 1, 2019.

(4) Restricted stock award vests at the rate of 25% per year over the first two years and 50% on the final year. The first installment became exercisable on July 2, 2016, and the next two installments became exercisable on July 2, 2017 and July 2, 2018.

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.