

MVB FINANCIAL CORP

Form 5

February 13, 2015

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
DEAN HARRY E III

(Last) (First) (Middle)

2400 CRANBERRY SQ.

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
MVB FINANCIAL CORP [MVBFI]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20144. 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 ☐ Other (specify
below) below)

6. Individual or Joint/Group Reporting

(check applicable line)

MORGANTOWN, WV 26508

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	Â	Â	Â	Â Â Â Â	183,691.1317	I	Gift Trust - Spouse is Trustee (1)
Common Shares	Â	Â	Â	Â Â Â Â	16,500	D	Â

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 2270
(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 Amount of Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Shares	\$ 12	Â	Â	Â	Â Â	01/01/2014 ⁽²⁾ 01/01/2023	Common Shares 10
Common Shares	\$ 16	Â	Â	⁽³⁾	Â Â	02/21/2015 ⁽³⁾ 02/21/2024	Common Shares 3
Convertible Subordinated Promissory Note	\$ 16	Â	Â	⁽⁴⁾	Â Â	06/30/2015 07/30/2019	Common Shares 62

Reporting Owners

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

Signatures

Lisa Wanstreet McCormick, POA for Harry E Dean, III 02/13/2015

**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) Convertible Subordinated Promissory Note

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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