

MVB FINANCIAL CORP
 Form 5
 February 13, 2014

FORM 5

**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).
 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

1. Name and Address of Reporting Person *
Jones David Alan

 (Last) (First) (Middle)

301 VIRGINIA AVE.

 (Street)

2. Issuer Name and Ticker or Trading Symbol
MVB FINANCIAL CORP [MVBF]

 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President

FAIRMONT, WV 26554

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| Common Stock | | | | (A) or (D) Price | 6,875 | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------------------------|---|--------------|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock | \$ 16 | Â | Â | Â | Â | Â | 07/01/2006 ⁽¹⁾ | 01/01/2015 | Common Stock | 11,000 |
| Common Stock | \$ 20 | Â | Â | Â | Â | Â | 01/01/2011 ⁽²⁾ | 01/01/2020 | Common Stock | 8,800 |
| Common Stock | \$ 24 | Â | Â | Â | Â | Â | 12/31/2013 ⁽³⁾ | 12/31/2022 | Common Stock | 5,000 |
| Common Stock | \$ 24 | Â | Â | Â | Â | Â | 01/01/2014 ⁽⁴⁾ | 01/01/2023 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jones David Alan 301 VIRGINIA AVE. FAIRMONT, WV 26554 | Â | Â | Â Senior Vice President | Â |

Signatures

Lisa J. Wanstreet, POA for David Alan Jones 02/13/2014

__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) MVB Stock Option - 1/5 of option becomes exercisable on 07/01/06; 07/01/07; 07/01/08; 07/01/09 and 07/01/10, respectively

(2) MVB Stock Option - 1/5 of option becomes exercisable on 01/01/11; 01/01/12; 01/01/13; 01/01/14 and 01/01/15, respectively

(3) MVB Stock Option - 1/5 of option becomes exercisable on 12/31/13; 12/31/14; 12/31/15; 12/31/16 and 12/31/17, respectively

(4) MVB Stock Options - 1/5 of options become exercisable 01/01/14, 01/01/15, 01/01/16, 01/01/17 and 01/01/18, respectively

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.