MVB FINANCIAL CORP

Form 4

January 23, 2015

FORM 4

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

OMB Number:

Expires:

response...

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

OMB APPROVAL

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

Form 5

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * STATON JIMMY D

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MVB FINANCIAL CORP [MVBF]

(Check all applicable)

(Last)

(First)

(Street)

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

01/21/2015

X Director 10% Owner Officer (give title Other (specify

below)

2400 CRANBERRY SQ. 2ND FL

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X 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

MORGANTOWN, WV 26508

(State) (Zip) 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

116,774 D

Common Stock

(City)

1.Title of

Security

(Instr. 3)

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

(Month/Day/Year)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and 2. Underlying \$ (Instr. 3 and
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Common Stock	\$ 16					02/01/2015(1)	02/01/2024	Common Stock
Convertible Subordinated Promissory Note	\$ 16	06/30/2014		J(2)	\$ 1,000,000	06/30/2015	07/30/2019	Common Stock
Common Stock	\$ 14.9	01/21/2015	01/21/2015	A	1,000	01/21/2016(3)	01/21/2025	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner Officer		Other		
STATON JIMMY D 2400 CRANBERRY SQ. 2ND FL MORGANTOWN, WV 26508	X					

Signatures

Lisa Wanstreet McCormick, POA for Jimmy D. Staton 01/23/2015

**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) MVB Stock Options 1/5 of the shares become available 02/01/15, 02/01/16, 02/01/17, 02/01/18 and 02/01/19, respectively
- (2) Convertible Subordinated Promissory Note
- (3) MVB Stock Options 1/5 of the shares become available 01/21/16, 01/21/17, 01/21/18, 01/21/19 and 01/21/20, respectively

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.

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