MVB FINANCIAL CORP

Form 5

January 23, 2015

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number:

January 31,

2005

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Expires:

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

(City)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Manchin Gayle C Symbol MVB FINANCIAL CORP [MVBF] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) _X_ Director 10% Owner Officer (give title Other (specify 12/31/2014 below) below) 2400 CRANBERRY SQ. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

MORGANTOWN, WVÂ 26508

(State)

(Zin)

X Form Filed by One Reporting Person Form Filed by More than One Reporting Person

(City)	(State)	Tab.	le I - Non-Der	ivative Se	curiti	es Acqı	uired, Disposed of	, or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	Acquired (A) or		Securities	Ownership	Indirect	
(Instr. 3)		any	Code	Disposed of (D)		Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned at end of	(D) or	Ownership	
				(A)		Issuer's Fiscal	Indirect (I)	(Instr. 4)	
					(A)		Year	(Instr. 4)	
				Amount	or (D)	Price	(Instr. 3 and 4)		
				Amount	(D)	Titte			
Common Stock	Â	Â	Â	Â	Â	Â	21,653.7088 (2)	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)

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amour (Month/Day/Year) Execution Date, if Transaction Derivative Underlying Securit Derivative Conversion **Expiration Date**

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Security or Exercise (Instr. 3) Price of Derivative Security			any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Common Stock	\$ 16	02/01/2014	02/01/2014	A4	2,000 (3)	Â	02/01/2015(1)	02/01/2024	Common Stock	2,0

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Manchin Gayle C 2400 CRANBERRY SQ. MORGANTOWN, WV 26508	ÂX	Â	Â	Â		

Signatures

Lisa Wanstreet McCormick, POA for Gayle C. Manchin

01/23/2014

**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) Stock Options granted. 1/5 of shares become exercisable 02/01/15, 02/01/16, 02/01/17, 02/01/18 and 02/01/19, respectively
- (2) Total adjusted for the 2 for 1 Stock Split 04/01/14 and includes 53.9994 shares acquired thru the DRIP 06/15/14
- (3) Number of shares and price has been adjusted for the 2 for 1 Stock Split 04/01/14

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.

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