

MVB FINANCIAL CORP
 Form 4
 February 04, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Mazza Larry F

(Last) (First) (Middle)
 301 VIRGINIA AVENUE
 (Street)

FAIRMONT, WV 26554

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/01/2014

4. 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 below) Other (specify below)
 Executive Officer

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					42,984.1652	D	
Common Stock					11,152.9458	I	owned by spouse - Melissa Mazza ⁽¹⁾

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

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SEC 1474 (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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock	\$ 14.55					(2) 10/01/2015	Common Stock 49,500
Common Stock	\$ 18.18					(3) 01/01/2020	Common Stock 33,000
Common Stock	\$ 24					(4) 12/31/2022	Common Stock 25,000
Common Stock	\$ 24					(5) 01/01/2023	Common Stock 25,000
Common Stock	\$ 32	02/01/2014	02/01/2014	A	60,000	02/01/2015(6) 02/01/2024	Common Stock 60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mazza Larry F 301 VIRGINIA AVENUE FAIRMONT, WV 26554	X		Executive Officer	

Signatures

Lisa J. Wanstreet, POA for Larry F. Mazza
02/04/2014

**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) Owned by Melissa Mazza

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

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

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

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(5) MVB Stock Options - 1/5 of the option becomes exercisable on 01/01/14, 01/01/15, 01/01/16, 01/01/17 and 01/01/18, respectively

(6) MVB Stock Options - 1/5 of the options become available on 02/01/15, 02/01/16, 02/01/17, 02/01/18 and 02/01/19, respectively

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

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