

MVB FINANCIAL CORP
 Form 5
 February 13, 2015

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 *
DEAN HARRY E III
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

2400 CRANBERRY SQ.
 (Street)
MORGANTOWN, WV 26508
 (City) (State) (Zip)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)	(A) or (D)	Amount or Price	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 Shares	Â	Â	Â	Â	Â	Â	183,691.1317	I	Gift Trust - Spouse is Trustee (1)
Common Shares	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.

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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)
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, WV 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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