Village Bank & Trust Financial Corp.

Form 4

March 31, 2015

FORM 4

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

OMB 3235-0287 Number:

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * HENDRICKS JAMES E JR

2. Issuer Name and Ticker or Trading

Symbol

Village Bank & Trust Financial

Corp. [VBFC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(First) C/O VILLAGE BANK, P.O. BOX

330

3. Date of Earliest Transaction

(Month/Day/Year) 03/27/2015

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

EVP

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

MIDLOTHIAN, VA 23113

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if Transaction(A		4. Securion(A) or Di (Instr. 3,	spose 4 and	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	03/27/2015		P	4,441 (1)	A	\$ 13.87	4,457	D (2)	
Common Stock	03/27/2015		P	1,954 (1)	A	\$ 13.87	1,964	I	Owned by spouse
Common Stock	03/27/2015		P	3,603 (1)	A	\$ 13.87	3,982	D	
Common Stock							2,738 (3)	D	
Common Stock							807	D (4)	

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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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	iorNumber	Expiration Da	ate	Amou	nt of	Derivative]
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	J
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m 1	or		
						Exercisable	Date	Title	Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Donostino Ossas Nosso / Address	Relationships
Reporting Owner Name / Address	

10% Owner Officer Other Director

HENDRICKS JAMES E JR C/O VILLAGE BANK P.O. BOX 330 MIDLOTHIAN, VA 23113

EVP

Signatures

/s/ James E. 03/31/2015 Hendricks, Jr.

**Signature of Reporting 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).
- Purchased pursuant to the exercise of subscription rights by the Reporting Person in the Issuer's rights offering that closed on March 27, 2015
- (2) Shares held through Reporting Person's IRA account
- (3) Restricted Stock Awards (3/25/15 and 7/30/14)
- (4) Shares owned jointly with spouse

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

Reporting Owners 2

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

SEC 1474

(9-02)

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