

FITZWATER ELLEN R
Form 4
March 15, 2011

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
FITZWATER ELLEN R

(Last) (First) (Middle)

5563 BROCKS GAP RD

(Street)

BROADWAY, VA 22815

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
F&M BANK CORP [fmbm.ob]

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2011

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/11/2011 | | X | V Amount (A) or (D) Price 1,194 A \$ 13.25 | 4,776 ⁽¹⁾ | D | |
| Common Stock | 03/11/2011 | | X | 135 A \$ 13.25 | 546.849 ⁽²⁾ | I | By IRA |
| Common Stock | 03/11/2011 | | X | 134 A \$ 13.25 | 540.4297 ⁽³⁾ | I | By Husband's IRA |

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

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number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Subscription Rights (right to buy) | \$ 13.25 | 03/11/2011 | | X | 1,194 | 01/19/2011 03/11/2011 | Common Stock | 1,194 |
| Subscription Rights (right to buy) | \$ 13.25 | 03/11/2011 | | X | 135 | 01/19/2011 03/11/2011 | Common Stock | 135 |
| Subscription Rights (right to buy) | \$ 13.25 | 03/11/2011 | | X | 134 | 01/19/2011 03/11/2011 | Common Stock | 134 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FITZWATER ELLEN R 5563 BROCKS GAP RD BROADWAY, VA 22815 | | X | | |

Signatures

Sylvia T. Bowman Attorney in Fact for Ellen R. Fitzwater
Date: 03/15/2011

__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) 1,572 shares are owned jointly with husband.
- (2) Includes 16.5419 shares Mrs. Fitzwater received in the F & M Bank Corp. Dividend Reinvestment Plan.
- (3) Includes 16.324 shares Mr. Fitzwater received in the F & M Bank Corp. Dividend Reinvestment Plan.

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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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