

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 <sup>(1)</sup>

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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