

MVB FINANCIAL CORP
 Form 5
 February 13, 2014

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 *
TICHENOR ERIC L
 (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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Sr. Vice President & CFO

301 VIRGINIA AVENUE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

FAIRMONT, WV 26554
 (City) (State) (Zip)

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) | 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 Stock | Â | Â | Â | Â | 4,800.1736 (6) | D | Â |
| Common Stock | Â | Â | Â | Â | 396 | I | spouse (1) |

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)

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| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock | \$ 14.55 | Â | Â | Â | Â | Â | Common Stock | 2,200 |
| Common Stock | \$ 18.18 | Â | Â | Â | Â | 10/01/2015 | Common Stock | 8,800 |
| Common Stock | \$ 24 | Â | Â | Â | Â | 01/20/2020 | Common Stock | 5,000 |
| Common Stock | \$ 24 | Â | Â | Â | Â | 12/31/2022 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| TICHENOR ERIC L 301 VIRGINIA AVENUE FAIRMONT, WV 26554 | Â | Â | Â | Sr. Vice President & CFO |

Signatures

Lisa J. Wanstreet, POA for Eric L. Tichenor 02/13/2014

**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) Terri Tichenor's IRA
 - (2) Stock Options - 1/5 becomes exercisable 07/01/06, 07/01/07, 07/01/08, 07/01/09 and 07/01/10, respectively
 - (3) Stock Options - 1/5 becomes exercisable 01/01/11, 01/01/12, 01/01/13, 01/01/14 and 01/01/15, respectively
 - (4) Stock Options - 1/5 becomes exercisable 12/31/13, 12/31/14, 12/31/15, 12/31/16 and 12/31/17, respectively
 - (5) Stock Options - 1/5 becomes exercisable 01/01/14, 01/01/15, 01/01/16, 01/01/17 and 01/01/18, respectively
 - (6) Includes shares acquired thru DRIP 06/2013 & 12/2013

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Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.