MVB FINANCIAL CORP

Form 5

February 13, 2014

OMB APPROVAL FORM 5 **OMB**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2005 Estimated average burden hours per response... 1.0

Number:

Expires:

3235-0362

January 31,

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Address of Reporting Person * DEAN HARRY E III			2. Issuer Name and Ticker or Trading Symbol MVB FINANCIAL CORP [MVBF]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2013	(Check all applicable) _X_ Director 10% Owner Officer (give title Other (specify		
2400 CRANBERRY SQ.			12/3 // 2013	below) below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)		

MORGANTOWN, Â WVÂ 26508

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

(City)	(State)	(Zip) Tab	le I - Non-Der	rivative Se	curiti	es Acqı	uired, Disposed of	, or Beneficiall	y 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. Securi Acquired Disposed (Instr. 3,	(A) of (D) 4 and (A) or))	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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	Â	Â	Â	Â	Â	Â	91,616.5246 (2)	I	Gift Trust - Spouse is Trustee
Common Shares	Â	Â	Â	Â	Â	Â	8,250	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)	(Month/Day/Year) ive es ed		7. Title and A Underlying S (Instr. 3 and	Securities
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Shares	\$ 24	Â	Â	Â	Â	01/01/2014(3)	01/01/2023	Common Shares	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
F • · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
DEAN HARRY E III							
2400 CRANBERRY SQ.	ÂΧ	Â	Â	Â			
MORGANTOWN Â WVÂ 26508							

Signatures

Lisa J. Wanstreet, POA for Harry E Dean, III 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) Harry Edward Dean III Gift Trust Sharri Lynn Dean, Trustee
- (2) Includes 228.4700 shares acquired thru the DRIP 12/30/2013
- (3) 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

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.

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