

MVB FINANCIAL CORP
 Form 4
 March 23, 2017

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 *
PALLOTTA J CHRISTOPHER

(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)
03/21/2017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/15/2017 | | J(1) | 191 | \$ 13.53 | 116,435 | D |

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

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SEC 1474 (9-02)

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) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Options | \$ 12.85 | 03/21/2017 | | A | | 1,000 | | 03/21/2018 ⁽²⁾ | 03/21/2027 | Common Stock | 1,000 |
| Common Stock Options | \$ 12.5 | | | | | | | 02/03/2017 ⁽³⁾ | 02/03/2026 | Common Stock | 1,000 |
| Common Stock Options | \$ 14.9 | | | | | | | 01/21/2016 ⁽⁴⁾ | 01/21/2025 | Common Stock | 1,000 |
| Common Stock Options | \$ 16 | | | | | | | 02/01/2015 ⁽⁵⁾ | 02/01/2024 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PALLOTTA J CHRISTOPHER 301 VIRGINIA AVENUE FAIRMONT, WV 26554 | | | X | |

Signatures

/s/ Lisa Wanstreet
McCormick

03/23/2017

**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) Shares acquired through the Dividend Reinvestment Plan
- (2) Stock Options granted - 1/5 of the shares become exercisable 03/21/18, 03/21/19, 03/21/20, 03/21/21 and 03/21/22, respectively
- (3) Stock Options granted - 1/5 of the shares become exercisable 02/03/17, 02/03/18, 02/03/19, 02/03/20 and 02/03/21, respectively
- (4) Stock Options granted - 1/5 of the shares become exercisable 01/21/16, 01/21/17, 01/21/18, 01/21/19 and 01/21/20, respectively

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(5) Stock Options granted - 1/5 of the shares become exercisable 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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