

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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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 \*  
**BROOKS STEPHEN R**

2. Issuer Name and Ticker or Trading Symbol  
**MVB FINANCIAL CORP [MVBF]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**301 VIRGINIA AVENUE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/21/2017**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**FAIRMONT, WV 26554**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
			Code	V Amount (A) or (D) Price			
Common Stock	03/15/2017		J <sup>(1)</sup>	V 47 A \$ 13.53	40,302	D	
Common Stock	03/15/2017		J <sup>(1)</sup>	V 1 A \$ 13.53	1,411	I	Owned By Spouse <sup>(2)</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)

**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)	Amount or Number of Shares
Common Stock Options	\$ 12.85	03/21/2017		A	1,000	03/21/2018 <sup>(3)</sup> 03/21/2027	Common Stock	1,000
Common Stock Options	\$ 12.5					02/03/2017 <sup>(4)</sup> 02/03/2026	Common Stock	1,000
Common Stock Options	\$ 14.9					01/21/2016 <sup>(5)</sup> 01/21/2025	Common Stock	1,000
Common Stock Options	\$ 16					02/01/2015 <sup>(6)</sup> 02/01/2024	Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROOKS STEPHEN R 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) Owned by Kathy Brooks
- (3) 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
- (4) 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

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(5) 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

(6) 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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