

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 \*  
**DEAN HARRY E III**

(Last) (First) (Middle)  
 2400 CRANBERRY SQ.  
 (Street)  
 MORGANTOWN, WV 26508  
 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/15/2017		J <sup>(1)</sup>	V 344 A \$ 13.53	186,647	I	Gift Trust - Spouse Is Trustee <sup>(2)</sup>
Common Stock					16,500	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)

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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 Share
Common Stock Options	\$ 12.85	03/21/2017		A	2,000	03/21/2018 <sup>(3)</sup> 03/21/2027	Common Stock 2,000
Common Stock Options	\$ 12.5					02/03/2017 <sup>(4)</sup> 02/03/2026	Common Stock 10,000
Common Stock Options	\$ 13.5					03/02/2016 <sup>(5)</sup> 03/02/2025	Common Stock 2,000
Common Stock Options	\$ 16					02/21/2015 <sup>(6)</sup> 02/21/2024	Common Stock 3,000
Common Stock Options	\$ 12					01/01/2014 <sup>(7)</sup> 01/01/2023	Common Stock 10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEAN HARRY E III 2400 CRANBERRY SQ. MORGANTOWN, WV 26508	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) Harry Edward Dean III Gift Trust - Sharri Lynn Dean, Trustee

(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.

(5) Stock Options granted - 1/5 of the shares become exercisable 03/02/16, 03/02/17, 03/02/18, 03/02/19 and 03/02/20, respectively

(6) Stock Options granted - 1/5 of the shares become exercisable 02/21/15, 02/21/16, 02/21/17, 02/21/18 and 02/21/19, respectively

(7) Stock Options granted - 1/5 of the shares become exercisable 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 is insufficient, *see* Instruction 6 for procedure.

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