

WITHERS DEAN W
Form 4
March 15, 2011

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 *
WITHERS DEAN W

2. Issuer Name and Ticker or Trading Symbol
F&M BANK CORP [fmbm.bo]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
18012 NEW MARKET RD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2011

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

TIMBERVILLE, VA 22853

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	03/11/2011		X		133	A	\$ 13.25
Common Stock	03/11/2011		X		238	A	\$ 13.25
Common Stock	03/11/2011		P		612	A	\$ 13.25
Common Stock	03/11/2011		X		80	A	\$ 13.25
Common Stock	03/11/2011		P		142	A	\$ 13.25

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Common Stock	03/11/2011	X	567	A	\$ 13.25	2,267	I	By Traditional IRA
Common Stock						8,065	I	Allocated to Mr. Withers in the Company's ESOP

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

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(9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Subscription Rights (right to buy)	\$ 13.25	03/11/2011		X	133	01/19/2011 03/11/2011	Common Stock	133	
Subscription Rights (right to buy)	\$ 13.25	03/11/2011		X	238	01/19/2011 03/11/2011	Common Stock	238	
Subscription Rights (right to buy)	\$ 13.25	03/11/2011		X	80	01/19/2011 03/11/2011	Common Stock	80	
Subscription Rights (right to buy)	\$ 13.25	03/11/2011		X	567	01/19/2011 03/11/2011	Common Stock	567	

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

WITHERS DEAN W
18012 NEW MARKET RD
TIMBERVILLE, VA 22853

X

President

Signatures

Sylvia T. Bowman Attorney in Fact for Dean W.
Withers

03/15/2011

__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) Includes 19.4809 shares Mrs. Withers received in the F&M Bank Corp. Dividend Reinvestment Plan.
- (2) Includes 6.6019 shares Mr. Withers received in the F&M Bank Corp. Dividend Reinvestment Plan.

Note: File three copies of this Form, one of which must be manually signed. If space 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.