

Village Bank & Trust Financial Corp.  
 Form 4  
 August 02, 2006

**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 \*  
**WHITTEMORE GEORGE R**

2. Issuer Name and Ticker or Trading Symbol  
**Village Bank & Trust Financial Corp. [VBFC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/31/2006**

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

**PO BOX 330**

(Street)

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

**MIDLOTHIAN, VA 23113**

(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 Ownership (Instr. 4)
			Code	V Amount or Price (A) or (D)			
Common Stock	05/18/2006		X	4,300 A \$ 10.2	11,600	D	
Common Stock	05/26/2006		X	800 A \$ 10.2	1,300	I	IRA
Common Stock	05/18/2006		X	800 A \$ 10.2	2,400	I	Simple IRA

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

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SEC 1474 (9-02)

number.

**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 Security (Instr. 3 and 4)
Warrants	\$ 10.2	05/18/2006		X	4,300	08/28/2002 09/27/2007	Common Stock
Warrants	\$ 10.2	05/26/2006		X	800	09/28/2002 09/27/2007	Common Stock
Warrants	\$ 10.2	05/18/2006		X	800	09/28/2002 09/27/2007	Common Stock
Organizational Warrants	\$ 10					08/08/1988 <sup>(1)</sup> 04/30/2008	Common Stock
Stock Option NQSO-15	\$ 8.5					09/18/2001 09/18/2011	Common Stock
Stock Option NQSO-24	\$ 7.68					04/18/2003 04/18/2013	Common Stock
Stock Option NQSO-33	\$ 11.96					04/26/2005 04/26/2015	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITTEMORE GEORGE R PO BOX 330 MIDLOTHIAN, VA 23113		X		

## Signatures

/s/ George R.  
Whittemore, POA 08/02/2006  
\*\*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) These warrants are exercisable immediately.

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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