Village Bank & Trust Financial Corp.

Form 4

December 13, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

obligations may continue. See Instruction

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

1(b).

(City)

(Print or Type Responses)

| 1. Name and Address of Reporting Person * FALK DENNIS J | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|----------|---|--|--|--|--|
| | | Village Bank & Trust Financial Corp. [VBFC] | (Check all applicable) | | | |
| (Last) (First) PO BOX 330 | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/11/2013 | Director 10% OwnerX Officer (give title Other (specification) below) Executive Vice President | | | |
| (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person | | | |
| MIDLOTHIAN, VA 2 | 23113 | | Form filed by More than One Reporting Person | | | |

| (City) | (State) | Table Table | e I - Non-D | erivative S | ecurit | ties Acq | uired, Disposed o | of, or Beneficial | ly Owned |
|-----------------|---------------------|--------------------|-------------|--------------|-----------|------------|-------------------|-------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securiti | ies Ac | quired | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | on(A) or Dis | sposed | of (D) | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | (Instr. 3, 4 | and 5 | 5) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | Owned | Indirect (I) | Ownership | |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (4) | | Reported | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 12/11/2013 | | A | 16,129 | A | \$ 1.55 | 24,455 | D | |

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

(7:n)

(State)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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3235-0287

January 31,

2005

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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) | 4. Transaction Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed | . | ate | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans | |
|---|---|---|---|--|-------------|------------|---|---|---|--------|
| | | | | of (D) (Instr. 3, 4, and 5) | | | | | | (Instr |
| | | | | +, and 3) | Date | Expiration | | Amount | | |
| | | | Code V | (A) (D) | Exercisable | Date | Title | Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FALK DENNIS J PO BOX 330 MIDLOTHIAN, VA 23113

Executive Vice President

Signatures

/s/ Dennis J. 12/13/2013 Falk

**Signature of Date Reporting Person

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).

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.

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