Village Bank & Trust Financial Corp.

Form 5

Common

Stock

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February 13, 2014

<b>FORM</b>	15								OMB AF	PROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION						OMB Number:	3235-0362					
Check this box if no longer subject			Washington, D.C. 20549						Expires:	January 31,		
to Section Form 4 or 5 obligation may conti	16. ANN ons nue.	CATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated average burden hours per response 1.0				
See Instru 1(b). Form 3 H Reported Form 4 Transactic Reported	Filed pure oldings Section 17(a	a) of the I	Public U		g Comp	any A	Act of 19	Act of 1934, 935 or Section	1			
1. Name and Address of Reporting Person * WINFREE THOMAS W			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)	(Last) (First) (Middle) 3			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)				_X_ Director 10% Owner Symbol Chief Executive Officer				
PO BOX 33	80							Cilici L	EXECUTIVE OTHER	υı		
(Street)			4. If Amendment, Date Original 6 Filed(Month/Day/Year)				6.	6. Individual or Joint/Group Reporting				
(check applicable line)												
MIDLOTHIAN, VA 23113  _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person												
(City)	(State)	(Zip)	Tabl	le I - Non-Der	ivative Se	curitie	es Acquir	ed, Disposed of	, or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transaction Code (Instr. 8)	(Instr. 3, 4 and 5) :. 8)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and	Ownership Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Amount	or (D)	Price	4)				
Common Stock	05/28/2012	Â		L	1,000	A	\$ 1.849	112,912	D	Â		
Common Stock	Â	Â		Â	Â	Â	Â	1,022	I	IRA		
Common Stock	Â	Â		Â	Â	Â	Â	1,323	I	ROTH IRA		
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#### Edgar Filing: Village Bank & Trust Financial Corp. - Form 5

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr	. 3 and 4)	
	Security				Acquired			·		
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
						Lacicidadic	Duic		of	
					(A) (D)				Shares	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
WINFREE THOMAS W			Chief				
PO BOX 330	ÂΧ	Â	Executive	Â			
MIDLOTHIAN, VA 23113			Officer				

## **Signatures**

/s/ Thomas W. Winfree	02/13/2014		
**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).

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