

FIRST COMMUNITY BANCSHARES INC /NV/  
 Form 4  
 February 24, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 STAFFORD WILLIAM P II

2. Issuer Name and Ticker or Trading Symbol  
 FIRST COMMUNITY  
 BANCSHARES INC /NV/ [FCBC]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 P. O. BOX 989  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/20/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Executive Officer

BLUEFIELD, VA 24605  
 (City) (State) (Zip)

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

**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)
COMMON STOCK	02/20/2015		C	V A	13,800 \$ 0	174,236	D
COMMON STOCK					1,900	I	By Brewster Morhous Money Purchase Pension Plan

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

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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 Underlying (Instr. 3 and 4)
SERIES A NONCUMULATIVE CONVERTIBLE PREFERRED STOCK	(1)	02/20/2015		C	200	05/20/2011 (2)	COMM STOCK
SERIES A NONCUMULATIVE CONVERTIBLE PREFERRED STOCK	(2)					05/20/2011 (2)	COMM STOCK
STOCK OPTION	\$ 12.07					12/19/2011 12/19/2021(3)	COMM STOCK

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAFFORD WILLIAM P II P. O. BOX 989 BLUEFIELD, VA 24605			Chief Executive Officer	

## Signatures

William P. Stafford, II by Robert L. Schumacher (His Attorney-in-Fact) 02/24/2015

\_\_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) Insider received the underlying security in exchange for the convertible security.
- (2) Each share of preferred stock is convertible into 69 shares of common stock at any time at the option of the holder. If not converted sooner, the preferred stock is mandatorily convertible on May 20, 2016 and has no expiration date.
- (3) The options are subject to cliff vesting three years from the date of grant or at the retirement of the director, whichever comes first.

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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