

Avery Raymond Thomas III
Form 4
March 16, 2009

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Avery Raymond Thomas III

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)
10/28/2008

☒ 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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/13/2008		P		400	A	\$ 5.84	3,600	I 401(k)
Common Stock	11/13/2008		P		400	A	\$ 5.85	4,000	I 401(k)
Common Stock	11/13/2008		P		200	A	\$ 5.69	4,200	I 401(k)
Common Stock	11/13/2008		P		100	A	\$ 5.79	4,300	I 401(k)
Common Stock	11/13/2008		P		100	A	\$ 5.74	4,400	I 401(k)

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Common Stock	11/17/2008	P	205	A	\$ 5.69	4,605	I	401(k)
Common Stock	11/17/2008	P	200	A	\$ 5.67	4,805	I	401(k)
Common Stock	11/17/2008	P	200	A	\$ 5.68	5,005	I	401(k)
Common Stock	11/17/2008	P	100	A	\$ 5.66	5,105	I	401(k)
Common Stock	11/17/2008	P	95	A	\$ 5.45	5,200	I	401(k)
Common Stock	11/18/2008	P	300	A	\$ 5.85	5,500	I	401(k)
Common Stock	11/18/2008	P	200	A	\$ 5.95	5,700	I	401(k)
Common Stock	11/18/2008	P	100	A	\$ 5.84	5,800	I	401(k)
Common Stock	11/19/2008	P	700	A	\$ 6	6,500	I	401(k)
Common Stock						13,500	D	
Common Stock						499,773	I	Spouse
Common Stock						1,200	I	IRA
Common Stock						5,200	I	SEPP
Common Stock						3,070	I	Son

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

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SEC 1474
(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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3, 4,
and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option NQSO-39	\$ 6	10/28/2008	P		8,500		10/28/2008	10/28/2018	Common Stock	8,500
Stock Option NQSO-26	\$ 11.96						04/26/2005	04/26/2015	Common Stock	1,611

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Avery Raymond Thomas III PO BOX 330 MIDLOTHIAN, VA 23113		X		

Signatures

/s/ Thomas W.
Winfree, POA

03/16/2009

__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 is insufficient, *see* Instruction 6 for procedure.

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