

Section 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
5.02 Compensatory Arrangements of Certain Officers

On May 8, 2013, the Boards of Directors of Calvin B. Taylor Bankshares, Inc. (the “Company”) and its wholly-owned subsidiary, Calvin B. Taylor Banking Company of Berlin, Maryland (the “Bank”), appointed M. Dean Lewis as Principal Financial Officer and Treasurer of the Company, and Chief Financial Officer and Assistant Vice President of the Bank. Mr. Lewis succeeds William H. Mitchell who retired from the positions of Principal Financial Officer and Treasurer of the Company, and Chief Financial Officer of the Bank. Mr. Mitchell will remain a Vice President of the Company and Executive Vice President of the Bank, and was appointed as Chief Operating Officer of the Bank, a newly created position.

Mr. Lewis joined the Bank in December 2011 as Financial Officer. Prior to joining the Bank, Mr. Lewis, age 32, was employed by the public accounting firm PricewaterhouseCoopers LLP from 2002 to 2010 and served clients in various industries including banking, and most recently held the position of Tax Director. From 2010 to 2011, Mr. Lewis was the Controller of MaTech Solutions, Inc., a privately held government contract manufacturer.

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 8, 2013, the Company held its Annual Meeting of Stockholders. The purposes of the meeting were as follows:

Item 1. To elect the Directors of the Company, who shall serve for a one-year term, and until their respective successors are elected and have qualified.

Item 2. To ratify the appointment of Rowles & Company, LLP as the independent auditor for Calvin B. Taylor Bankshares, Inc., and Calvin B. Taylor Banking Company of Berlin, Maryland for the fiscal year ending December 31, 2013.

Item 3. To cast an advisory vote on executive compensation.

Item 4. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Item 1. The Company’s shareholders elected twelve directors of the Company. The numbers of shares that voted for the election of the directors, against the election of the directors, withheld authority to vote for the directors, and represented broker non-votes with respect to this proposal are summarized in the table below.

	Votes Cast			Total	Broker Non-votes
	For	Against	Withheld		
James R Bergey Jr	2,122,075	-	1,925	2,124,000	174,098
John H Burbage Jr	2,122,100	-	1,900	2,124,000	174,098
Todd E Burbage	2,121,925	-	2,075	2,124,000	174,098
Charlotte K Cathell	2,122,100	-	1,900	2,124,000	174,098
Reese F Cropper Jr	2,056,772	-	67,228	2,124,000	174,098
	2,092,623	-	31,377	2,124,000	174,098

Reese F

Cropper III

Hale Harrison	2,118,668	-	5,332	2,124,000	174,098
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Gerald T Mason	2,122,070	-	1,930	2,124,000	174,098
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William H

Mitchell	2,057,012	-	66,988	2,124,000	174,098
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Joseph E Moore	2,092,972	-	31,028	2,124,000	174,098
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Louis H. Taylor	2,121,825	-	2,175	2,124,000	174,098
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Raymond M

Thompson	2,092,982	-	31,018	2,124,000	174,098
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Item 2. The Company's shareholders ratified the appointment of Rowles & Company, LLC as the independent auditor for Calvin B. Taylor Bankshares, Inc. and Calvin B. Taylor Banking Company of Berlin, Maryland for the fiscal year ending December 31, 2013. The number of shares that voted for, against, and abstained from voting for or against the ratification of the appointment of Rowles & Company, LLC are summarized in the table below.

	Votes Cast			
	For	Against	Total	Abstentions
Rowles & Company, LLC	2,187,511	547	2,188,058	2,396

Item 3. The Company's shareholders approved, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Company's proxy statement. The number of shares that voted for, against, abstained from voting for or against, and represented broker non-votes with respect to this proposal are summarized in the table below.

	Votes Cast				Broker Non-votes
	For	Against	Total	Abstentions	
Executive Compensation	2,067,115	10,550	2,077,665	8,744	174,098

Item 4. There was no other business introduced at the Annual Meeting of Stockholders.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Calvin B. Taylor Bankshares, Inc.

Date: May 10, 2013

By: /s/ Raymond M. Thompson

Raymond M. Thompson
President & Chief Executive Officer

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