

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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 17 | 11/25/2014 | | M | 5,000 | 12/31/2008 | 12/31/2018 | Common Stock | 5,000 |
| Employee Stock Option (right to buy) | \$ 17 | 11/25/2014 | | M | 5,000 | 12/31/2009 | 12/31/2019 | Common Stock | 5,000 |
| Employee Stock Option (right to buy) | \$ 17 | 11/25/2014 | | M | 5,000 | 12/31/2010 | 12/31/2020 | American National Bankshares Inc. | 5,000 |
| Employee Stock Option (right to buy) | \$ 17 | 11/25/2014 | | M | 5,000 | 12/31/2011 | 12/31/2021 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MAJORS CHARLES H | X | | Executive Chairman | |

Signatures

Carolyn
Compton

12/09/2014

__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 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.