

UNITED BANKSHARES INC/WV

Form DEF 14A

April 11, 2007

**Table of Contents**

**SCHEDULE 14A  
(RULE 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-11c or Section 240.14a-12

**UNITED BANKSHARES, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



**Table of Contents**

**UNITED BANKSHARES, INC.  
P. O. BOX 1508  
UNITED SQUARE  
FIFTH AND AVERY STREETS  
PARKERSBURG, WEST VIRGINIA 26101**

**NOTICE OF 2007 ANNUAL MEETING OF SHAREHOLDERS**

**TO THE SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that, pursuant to the call of its Board of Directors, the 2007 Annual Meeting of Shareholders of UNITED BANKSHARES, INC. ( United ) will be held at The Blennerhassett Hotel, 320 Market Street, Parkersburg, West Virginia on Monday, May 21, 2007, at 4:00 p.m., local time, for the purpose of considering and voting upon the following matters:

1. To elect fifteen (15) persons to serve as directors of United. The nominees selected by the current Board of Directors are listed in the accompanying Proxy Statement for this Annual Meeting.

2. To ratify the selection of Ernst & Young LLP to act as the independent registered public accounting firm for 2007.

3. To act upon any other business which may properly come before this Annual Meeting or any adjournment or adjournments thereof. The Board of Directors at present knows of no other business to come before this Annual Meeting.

The close of business on April 2, 2007, has been fixed by the Board of Directors as the record date for determining the shareholders entitled to notice of and to vote at this Annual Meeting.

**WE URGE YOU TO SIGN AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE REGARDLESS OF YOUR PLANS TO ATTEND THIS MEETING. IF YOU DO ATTEND, YOU MAY WITHDRAW YOUR PROXY AND VOTE IN PERSON.**

**TWO INDIVIDUALS, WHO ARE NOT DIRECTORS OF UNITED, HAVE BEEN NAMED IN THE PROXY TO VOTE THE SHARES REPRESENTED BY PROXY. IF YOU WISH TO CHOOSE SOME OTHER PERSON TO ACT AS YOUR PROXY, MARK OUT THE PRINTED NAME AND WRITE IN THE NAME OF THE PERSON YOU SELECT.**

By Order of the Board of Directors

Richard M. Adams  
Chairman of the Board and  
Chief Executive Officer

April 12, 2007

---

**UNITED BANKSHARES, INC.  
2007 PROXY STATEMENT  
TABLE OF CONTENTS**

	Page
<u>PROXY STATEMENT</u>	1
<u>VOTING INFORMATION</u>	1
<u>PROPOSAL 1: ELECTION OF DIRECTORS</u>	3
<u>DIRECTORS WHOSE TERMS EXPIRE IN 2007 AND NOMINEES FOR DIRECTORS</u>	4
<u>COMMON STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	6
<u>GOVERNANCE OF THE COMPANY</u>	8
<u>EXECUTIVE COMPENSATION</u>	16
<u>COMPENSATION DISCUSSION AND ANALYSIS (CD&amp;A)</u>	28
<u>REPORT OF THE COMPENSATION COMMITTEE ON EXECUTIVE COMPENSATION</u>	34
<u>PROPOSAL 2: RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	35
<u>AUDIT COMMITTEE AND INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	35
<u>REQUIREMENTS, INCLUDING DEADLINES, FOR SUBMISSION OF PROXY PROPOSALS, NOMINATIONS OF DIRECTORS, AND OTHER BUSINESS OF SHAREHOLDERS</u>	37
<u>FORM 10-K</u>	38

---

**Table of Contents**

United Bankshares, Inc.  
United Square  
Fifth and Avery Streets  
Parkersburg, West Virginia 26101

**PROXY STATEMENT**

**General Information**

These proxy materials are delivered in connection with the solicitation by the Board of Directors of United Bankshares, Inc. ( United, the Company, we, or us ), a West Virginia corporation, of proxies to be voted at our 2007 Annual Meeting of Shareholders and at any adjournment or postponement.

You are invited to attend our Annual Meeting of Shareholders on May 21, 2007, beginning at 4:00 p.m. The Meeting will be held at The Blennerhassett Hotel, 320 Market Street, Parkersburg, West Virginia.

This proxy statement, form of proxy and voting instructions are being mailed on or about April 12, 2007.

**VOTING INFORMATION**

**Shareholders Entitled to Vote**

Holders of record of United common shares at the close of business on April 2, 2007, are entitled to receive this notice and to vote their shares at the Annual Meeting. As of that date, there were 40,818,168 common shares outstanding. Each common share is entitled to one vote on each matter properly brought before the Annual Meeting.

**Proxies**

Shareholders of record may vote their proxies by mail, in person, by telephone or by Internet.

Proxies may be revoked at any time before they are exercised by (1) written notice to the Secretary of the Company, (2) timely delivery of a valid, later-dated proxy or (3) voting at the Annual Meeting.

**You may save us the expense of a second mailing by voting promptly.** Choose one of the following voting methods to cast your vote.

**Vote By Mail**

If you choose to vote by mail, simply mark your proxy, date and sign it, and return it to us in the postage-paid envelope provided.

**Vote By Telephone or Internet**

If you have telephone or Internet access, you may submit your proxy by following the instructions on the proxy card.

**Vote at the Annual Meeting**

The method by which you vote now will in no way limit your right to vote at the Annual Meeting if you later decide to attend in person. **If your shares are held in the name of a bank, broker or other holder of record,**

**Table of Contents**

**you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the Annual Meeting.**

All shares that have been properly voted and not revoked will be voted at the Annual Meeting in accordance with your instructions. If you sign your proxy card but do not give voting instructions, the shares represented by that proxy will be voted as recommended by the Board of Directors.

**Voting on Other Matters**

If any other matters are properly presented for consideration at the Annual Meeting, the persons named in the enclosed form of proxy will have the discretion to vote on those matters for you. On the date this proxy statement went to press, we do not know of any other matter to be raised at the Annual Meeting.

**Required Vote and Cumulative Voting**

The presence, in person or by proxy, of the holders of a majority of the votes entitled to vote at the Annual Meeting is necessary to constitute a quorum. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner.

A plurality of the votes cast is required for the election of directors. Abstentions and broker non-votes are not counted for purposes of the election of directors.

In the election of directors, shareholders cast one (1) vote for each nominee for each share held. However, every shareholder has the right of cumulative voting, in person or by proxy, in the election of directors. Cumulative voting gives each shareholder the right to aggregate all votes which he or she is entitled to cast in the election of directors and to cast all such votes for one candidate or distribute them among as many candidates and in such a manner as the shareholder desires.

At our 2007 Annual Meeting, the number of directors to be elected is fifteen (15). Each shareholder has the right to cast fifteen (15) votes in the election of directors for each share of stock held on the record date. If you wish to exercise, by proxy, your right to cumulative voting in the election of directors, you must provide a proxy showing how your votes are to be distributed among one or more candidates. Unless contrary instructions are given by a shareholder who signs and returns a proxy, all votes for the election of directors represented by such proxy will be divided equally among the fifteen (15) nominees. If cumulative voting is invoked by any shareholder, the vote represented by the proxies delivered pursuant to this solicitation, which does not contain contrary instructions, may be cumulated at the discretion of the Board of Directors of United Bankshares, Inc. in order to elect to the Board of Directors the maximum nominees named in this proxy statement.

With respect to other matters, including the ratification of the selection of Ernst & Young LLP to act as the independent registered public accounting firm for the fiscal year that began January 1, 2007, if a quorum exists, the affirmative vote of a majority of the votes cast is required for approval of such matters. In voting for these matters, shares may be voted for or against or abstain. In determining whether the proposal has received the requisite number of affirmative votes, abstentions and broker non-votes will be disregarded and have no effect on the outcome of the vote.

On April 2, 2007, there were 40,818,168 shares of common stock outstanding that are held by approximately 5,690 shareholders of record and 7,414 shareholders in street name. The presence in person or proxy of a majority of the outstanding shares of United Bankshares, Inc. will constitute a quorum at the Meeting.

**Table of Contents**

**Cost of Proxy Solicitation**

We will pay the expenses of soliciting proxies. Proxies may be solicited on our behalf by directors, officers or employees in person or by telephone, electronic transmission, facsimile transmission or by telegram. Brokers, fiduciaries, custodians and other nominees have been requested to forward solicitation materials to the beneficial owners of the Company's common stock. Upon request we will reimburse these entities for their reasonable expenses.

In order to facilitate and expedite distribution of these proxy solicitation materials to brokers, fiduciaries, custodians, nominee holders and institutional investors, United has retained Mellon Investor Services LLC of Jersey City, New Jersey

( Mellon ). Pursuant to a retention letter dated February 14, 2007, Mellon will contact all broker and other nominee accounts identified on United's shareholder mailing list in order to facilitate determination of the number of sets of proxy materials such accounts require for purposes of forwarding the same to the beneficial owners. Mellon will then assist in the delivery of proxy materials to these accounts for distribution. Mellon will also (i) assist in the distribution of proxy materials to institutional investors, and (ii) follow-up with any brokers, other nominee accounts and institutional investors, requesting return of proxies. United is not retaining Mellon to solicit proxies from registered holders or from non-objecting beneficial owners. Mellon's fee for the above services is \$5,000 plus reasonable disbursements that may include the broker search, printing, postage, courier charges, filing reports, data transmissions and other expenses approved by United.

**PROPOSAL 1: ELECTION OF DIRECTORS**

The Board of Directors consists of one class of fifteen (15) directors. Fifteen (15) directors will be elected at our 2007 Annual Meeting to serve for a one-year term expiring at our Annual Meeting in the year 2008. The Company's Bylaws provide that the number of directors shall be at least five (5) and no more than thirty-five (35) with the composition and number of nominees to be set at the discretion of the Board of Directors. For the election of directors at the 2007 Annual Meeting, the Board of Directors established the composition and number of directors to be elected at fifteen (15).

The persons named in the enclosed proxy intend to vote the proxy for the election of each of the fifteen (15) nominees, unless you indicate on the proxy card that your vote should be withheld from any or all of such nominees. Each nominee elected as a director will continue in office until his successor has been elected or until his death, resignation or retirement.

The Board of Directors has proposed the following nominees for election as directors with terms expiring in 2008 at the Annual Meeting: Richard M. Adams, Robert G. Astorg, Thomas J. Blair, III, W. Gaston Caperton, III, Lawrence K. Doll, Theodore J. Georgelas, F. T. Graff, Jr., Russell L. Isaacs, John M. McMahon, J. Paul McNamara, G. Ogden Nutting, William C. Pitt, III, I. N. Smith, Jr., Mary K. Weddle, and P. Clinton Winter, Jr.

**The Board of Directors recommends a vote FOR the election of each of these nominees for Director.**

We expect each nominee for election as a director to be able to serve if elected. To the extent permitted under applicable law, if any nominee is not able to serve, proxies will be voted in favor of the remainder of those nominated and may be voted for substitute nominees, unless the Board chooses to reduce the number of directors serving on the Board.

The principal occupation and certain other information about the nominees for director are set forth on the following pages.



Table of Contents**DIRECTORS WHOSE TERMS EXPIRE IN 2007 AND NOMINEES FOR DIRECTORS**

Name and Age as of the May 21, 2007 Meeting Date	Position, Principal Occupation, Business Experience and Directorships for the Last Five Years	Amount of Beneficial Ownership of Shares of Common Stock and Options <sup>(c)</sup>		
		Shares <sup>(a)</sup>	Options <sup>(b)</sup>	%
Richard M. Adams 60	Chairman and Chief Executive Officer of both United and United Bank (WV). Director of the Company since 1984.	593,224	220,000	1.98%
Robert G. Astorg 63	CPA and Managing Principal of H&R Block Tax and Business Services. Director of the Company since 1991.	36,121		*
Thomas J. Blair, III 74	Consulting Engineer and former President and Chief Executive Officer of Kelley, Gidley, Blair & Wolfe, Inc. Director of the Company since 1988.	118,670		*
W. Gaston Caperton, III 67	President of The College Board. Director of Owens Corning and Prudential Financial, Inc. Chairman of the Caperton Group. Former Governor of State of West Virginia. Director of the Company since 1997.	25,483		*
Lawrence K. Doll 57	President of The Lawrence Doll Company and Lawrence Doll Homes LLC. Chairman of United Bank (VA). Director of the Company since 2004.	3,528	23,000	*
Theodore J. Georgelas 60	Managing Director of the Georgelas Group, LLC. Director of United Bank (VA). Former Chairman of the Board of United Bank (VA) and Sector Communications. Director of the Company since 1990.	44,764		*
F. T. Graff, Jr 68	Attorney and Managing Partner of Bowles Rice McDavid Graff & Love LLP. Director of the Company since 1984.	24,000		*
Russell L. Isaacs 74	Owner of Russell L. Isaacs and Company. Director of the Company since 1984.	37,589		*
John M. McMahon 66	Chairman of the Board of Miller & Long Co., Inc. Director of United Bank (VA). Director of the Company since 1998.	239,025		*

**Table of Contents****DIRECTORS WHOSE TERMS EXPIRE IN 2007 AND NOMINEES FOR DIRECTORS**

Name and Age as of the May 21, 2007 Meeting Date		Position, Principal Occupation, Business Experience and Directorships for the Last Five Years	Amount of Beneficial Ownership of Shares of		
			Common Stock and Options Shares <sup>(a)</sup>	Options <sup>(b)</sup>	<sup>(c)</sup> %
J. Paul McNamara	58	Former President and Chief Operating Officer of Sequoia Bancshares, Inc. Director of United Bank (VA). Former Vice Chairman of United Bank (VA). Director of the Company since 2003.	91,593		*
G. Ogden Nutting	71	Chairman of The Ogden Newspapers, Inc. Director of the Company since 1986.	654,656		1.60%
William C. Pitt, III	62	Hotel and Resort Developer. Director of the Company since 1987.	4,450		*
I. N. Smith, Jr.	74	President and Chief Executive Officer of Kanawha-Roxalana Company. Consultant for United. Director of the Company since 1986.	307,900		*
Mary K. Weddle	57	CPA and Executive Vice President of Long & Foster Real Estate, Inc. Director of United Bank (VA). Director of the Company since 2004.	4,933		*
P. Clinton Winter, Jr.	59	President of Bray & Oakley Insurance Agency, Inc. Director of the Company since 1996.	482,754		1.18%
All Directors, Nominees and Executive Officers as a Group (22 persons)			4,759,040	645,052	13.01%

\* Indicates the director owns less than 1% of United's issued and outstanding shares.

**Footnotes:**

(a) Includes stock held by United Bank's

(WV) Trust Department which shares beneficial ownership as described in this footnote. The following directors each exercise voting authority over the number of shares indicated as follows:

Mr. Adams, 7,928 shares;  
Mr. Astorg, 16,461 shares;  
Mr. Graff, 20,000 shares;  
and Mr. Smith, 306,300 shares.

The non-director executive officers as a group exercise voting authority over 7,387 shares. United Bank s (WV) Board of Directors exercises voting authority over 1,774,598 shares held by United Bank s (WV) Trust Department. All of these shares are included in the 4,759,040 shares held by all directors, nominees and executive officers as a group. Also includes shares pledged as collateral as

follows:

Mr. Astorg,  
19,660 shares;  
Mr. Blair,  
78,480 shares;  
Mr. Georgelas,  
44,764 shares;  
Mr. McMahon,  
180,000 shares;  
Mr. Pitt, 4,450  
shares; and  
Mr. Winter,  
89,996 shares.

(b) Beneficial ownership is stated as of March 10, 2007, including shares of common stock that may be acquired within sixty (60) days of that date through the exercise of stock options pursuant to United's Stock Option Plans.

(c) Unless otherwise indicated, beneficial ownership shares listed represent sole voting power. The following number of shares may be held in the name of spouses, children, certain relatives, trust, estates, and certain affiliated companies as to which shared voting and/or shared

investment  
powers may  
exist:

Mr. Adams,  
37,793 shares;  
Mr. Astorg,  
19,655 shares;  
Mr. Blair,  
11,340 shares;  
Mr. Caperton,  
25,483 shares;  
Mr. Graff,  
20,000 shares;  
Mr. McNamara,  
10,800 shares;  
Mr. Nutting,  
654,656 shares;  
Mr. Smith,  
307,900 shares;  
and Mr. Winter,  
43,692 shares.

**Table of Contents****COMMON STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT  
Beneficial Ownership of Directors and Named Executive Officers**

As of March 10, 2007, directors of the Company owned beneficially, directly or indirectly, the number of shares of common stock indicated in the preceding table.

The following table sets forth certain information regarding the named executive officers' beneficial ownership of common stock of United as of March 10, 2007:

<b>Title of Class</b>	<b>Name of Officer</b>	<b>Shares of Common Stock of the Company Beneficially Owned <sup>(1)</sup></b>	
		<b>Number of Shares</b>	<b>Percent of Class</b>
Common Stock	Richard M. Adams	815,234	1.98%
Common Stock	Steven E. Wilson	224,759	0.55%
Common Stock	James B. Hayhurst, Jr.	150,852	0.37%
Common Stock	James J. Consagra, Jr.	77,768	0.19%
Common Stock	Joe L. Wilson	151,640	0.37%
Common Stock	Kendal E. Carson <sup>(2)</sup>		

**Footnotes:**

- (1) The amounts shown represent the total shares owned directly and indirectly by such named executive officers. The number of shares includes shares that are issuable upon the exercise of all stock options currently exercisable, as follows:  
Mr. Adams, 222,000; Mr. S. Wilson, 122,400; Mr. Hayhurst, 81,000; Mr. Consagra, 62,500 and Mr. J. Wilson, 71,450. Also, the number of

shares include those shares owned by spouses and immediate family members, shares held in trust in which the executive is a beneficiary, and shares held by a corporation which the executive controls, as follows:

Mr. Adams, 37,793; Mr. S. Wilson, 8; Mr. Hayhurst, 22,086, and Mr. J. Wilson, 29,200.

Mr. Hayhurst has pledged 63,538 shares as collateral and Mr. J. Wilson has pledged 67,230 shares as collateral.

- (2) On February 2, 2006, Mr. Carson notified United that he was resigning his positions as an Executive Vice President of United and as President of United Bank (VA). His last date of employment was February 23, 2006.

All directors and executive officers as a group beneficially owned 5,404,092 shares or 13.01% of the Company's common stock.

**Principal Shareholders of United**

The following table lists each shareholder of United who is the beneficial owner of more than 5% of United's common stock, the only class of stock outstanding, as of March 10, 2007. For purposes of this determination, the number of shares of United's common stock beneficially owned by any person or persons is calculated as a percentage of the total number of shares of United's common stock issued and outstanding as of March 10, 2007 plus the number of shares of United's common stock that may be acquired by such person within sixty (60) days of that date through the exercise of stock options pursuant to United's Stock Option Plans.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Common Stock	United Bank (WV) Trust Department 514 Market Street, Parkersburg, WV 26101 (2,132,674 shares or 5.22% are registered under the nominee name of Parbanc Co.)	2,132,674 <sup>(1)</sup>	5.22%



**Table of Contents**

<b>Title of Class</b>	<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class</b>
	Barclays Global Investors, NA 45 Fremont Street, San Francisco, CA 94105	2,097,151 <sup>(2)</sup>	5.10% <sup>(2)</sup>

**Footnotes:**

- (1) United Bank (WV), a wholly-owned subsidiary of United and its Trust Department, holds in fiduciary or agency capacity 2,132,674 shares or 5.22% of United's stock. The investment authority for these shares is held by the Trust Department and is exercised by United Bank's (WV) Board of Directors. Of these total shares, the Trust Department holds sole voting authority for 1,774,598 shares or 4.34% of United's outstanding common stock which is exercised by United Bank's (WV) Board of Directors.
- (2) Barclays Global Investors, NA

(Barclays) manages institutional portfolios and the Barclays Global Investors family of mutual funds and iShares, Barclays proprietary exchange-traded funds. Barclays owns 2,097,151 or 5.10% of United's stock. Of these total shares, Barclays holds sole voting authority for 1,874,955 shares or 4.57% of United's outstanding common stock. Barclays' address and holdings are based solely on a Schedule 13G filing with the Securities and Exchange Commission dated January 23, 2007 made by Barclays setting forth information as of December 31, 2006.

#### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, executive officers and beneficial owners of more than ten percent of our common stock to file reports of holdings and transactions in United shares with the Securities and Exchange Commission (SEC). To our knowledge, based solely on our review of the copies of such reports furnished and written representations, no person required to file such reports during 2006 failed to file such reports on a timely basis or failed to file a report except Thomas J. Blair, III and I. N. Smith, Jr. Mr. Blair did not timely file one report involving two transactions and Mr. Smith did not timely file one report involving one transaction during the year.

#### **Related Shareholder Matters**

The following table discloses the number of outstanding options granted by United to participants in equity compensation plans, as well as the number of securities remaining available for future issuance under these plans, as

of March 10, 2007. The table provides this information for equity compensation plans that have and have not been approved by shareholders.

Plan Category	Number of Securities to be issued upon of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for equity compensation future issuance under plans
Equity Compensation Plans approved by Shareholders	1,469,589	\$ 30.66	1,500,000
Equity Compensation Plans not approved by Shareholders <sup>(1)</sup>			
Total	1,469,589	\$ 30.66	

Footnotes:

(1) The table does not include information for equity compensation plans assumed by United in connection with mergers and acquisitions and pursuant to which there remain outstanding options (collectively, Assumed Plans ), which include the following:  
 Century Bancshares, Inc., GrandBanc, Inc., and Sequoia Bancshares, Inc.  
 A total of

189,645 shares of United common stock may be purchased under the Assumed Plans, at a weighted average exercise price of \$9.57. No further grants may be made under any Assumed Plan. In addition, the table does not include stock options for 19,224 shares of Company stock arising under a deferred compensation plan assumed in the 1998 merger with George Mason Bankshares, Inc. (GMBS). The deferred compensation plan granted stock options to former directors of GMBS. These options carry no exercise price, contain no expiration date, and are

**Table of Contents**

eligible for dividends. Options are fully vested and can be exercised at any time. Other than additional options granted through reinvestment of dividends received, United does not issue additional options under this deferred compensation plan.

**GOVERNANCE OF THE COMPANY**

**Board and Committee Membership**

The committee descriptions and membership set forth below are those applicable as of the mailing date of this proxy statement.

During 2006, the Board of Directors met six (6) times. The Board of Directors of the Company has four (4) standing committees: The Executive Committee, Audit Committee, Compensation Committee, and Governance and Nominating Committee. During 2006, each director attended 75% or more of the aggregate of the total number of meetings of the Board of Directors and all committees of the Board on which he or she served. Although there is no formal written policy, attendance at the annual meeting by directors is expected. Fourteen of the fifteen directors attended the 2006 Annual Meeting. The Company's independent directors held two (2) meetings during 2006.

**Independence of Directors**

The Governance and Nominating Committee of the Board of Directors annually reviews the relationships of each member of the Board of Directors to determine whether each director is independent. This determination is based on both subjective and objective criteria developed by the NASDAQ listing standards and the SEC rules. The determination made by the Governance and Nominating Committee is then submitted to the Board of Directors to permit the Board of Directors to affirmatively determine whether each director does not have any relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

The Governance and Nominating Committee met on January 29, 2007, to determine the independence of the current members of the Board of Directors. At the meeting, the Governance and Nominating Committee reviewed the directors' responses to a questionnaire asking about their relationships with the Company (and those of their immediate family members) and other potential conflicts of interest, as well as information provided by management related to transactions, relationships, or arrangements between the Company and the directors or parties related to the directors.

Based on the subjective and objective criteria developed by the NASDAQ listing standards and the SEC rules, the Governance and Nominating Committee determined that the following current members of the Board of Directors are independent: Robert G. Astorg, Thomas J. Blair, III, W. Gaston Caperton, III, Theodore J. Georgelas, F. T. Graff, Jr., Russell L. Isaacs, John M. McMahon, G. Ogden Nutting, William C. Pitt, III, Mary K. Weddle, and P. Clinton Winter, Jr.

The NASDAQ listing standards contain additional requirements for members of the Compensation Committee, the Audit Committee and the Governance and Nominating committee. All of the directors serving on each of these committees are independent under the additional requirements applicable to such committees.

The Governance and Nominating Committee also considered the following relationships in evaluating the independence of the Company's independent directors and determined that none of the relationships constitute a material relationship with the Company.

United's subsidiaries provided lending and/or other financial services to certain members of the Company's Board of Directors, their immediate family members, and/or their affiliated organizations during 2006 in

## **Table of Contents**

the ordinary course of business and on substantially the same terms as those available to unrelated parties. These relationships satisfy the standards for independence.

Bowles Rice McDavid Graff & Love LLP, an entity affiliated with F.T. Graff, Jr., provided legal services to the Company and received payments from the Company for such services during 2006. These payments did not exceed 5% of the Company's or Bowles Rice McDavid Graff & Love LLP's consolidated revenues for 2006, and therefore, the relationship satisfied the standards for independence.

H&R Block Tax Business Services, an entity affiliated with Robert Astorg, provided tax services to the trusts and estates that have named United's trust department as the trustee or the executor. H&R Block Tax Business Services received payments from the individual trusts and estates and not from the Company or its subsidiaries and therefore the relationship satisfied the standards for independence.

United Bank (WV) leases a drive-in facility from The Ogden Newspapers, Inc. of which G. Ogden Nutting is the Chairman. The lease payments did not exceed 5% of the Company's or The Ogden Newspapers' consolidated revenues for 2006, and therefore, the relationship satisfied the standards for independence.

The Governance and Nominating Committee determined that the following current members of the Board of Directors are not independent: Richard M. Adams, Lawrence K. Doll, J. Paul McNamara, and I. N. Smith, Jr. Messrs. Adams, Doll, McNamara and Smith are not independent because these directors are currently employed or have been employed by the Company within the last three years.

The Board of Directors reviewed the determinations made by the Governance and Nominating Committee.

### **The Executive Committee**

The Executive Committee is comprised of eight (8) directors, Richard M. Adams, Chairman, W. Gaston Caperton, III, Lawrence K. Doll, F. T. Graff, Jr., Russell L. Isaacs, John M. McMahon, G. Ogden Nutting, and P. Clinton Winter, Jr. The Executive Committee exercises all the authority of the Board of Directors whenever the Board of Directors is not meeting unless prohibited by law or under the provisions of the articles of incorporation or bylaws of the Corporation. The Board of Directors has specifically empowered the Executive Committee to investigate mergers and acquisitions by marshaling necessary information and data to evaluate the advisability of mergers and acquisitions and to report their findings to the Board of Directors. The Board of Directors may accept, ratify, approve, amend, modify, repeal or change the actions of the Executive Committee. During 2006, the Executive Committee met three (3) times.

### **The Audit Committee**

The Audit Committee has the primary responsibility to review and evaluate significant matters relating to audit, internal control and compliance. It reviews, with representatives of the independent registered public accounting firm, the scope and results of the audit of the financial statements, audit fees and any recommendations with respect to internal controls and financial matters. The United Bankshares, Inc. Board of Directors' Audit Committee Charter, as approved by the Board of Directors, governs the Audit Committee and is available on the corporate website under Policies at [www.ubsi-wv.com](http://www.ubsi-wv.com). Members of this committee are Robert G. Astorg, Chairman, Russell L. Isaacs, Mary K. Weddle and P. Clinton Winter, Jr. The Audit Committee met four (4) times during 2006. All members of the Audit Committee are independent directors as independence is defined in the NASDAQ listing standards and the SEC rules.

**Table of Contents**

**Audit Committee Financial Expert**

The Board of Directors has determined that all audit committee members are financially literate under the NASDAQ listing standards. The Board also determined that Robert G. Astorg, Russell L. Isaacs, and Mary K. Weddle each qualify as an audit committee financial expert as defined by the SEC rules adopted pursuant to the Sarbanes-Oxley Act of 2002. All of the audit committee financial experts are independent as independence is defined in the NASDAQ listing standards and the SEC rules.

**The Compensation Committee**

The Compensation Committee recommends executive officer and director compensation to the Board of Directors. The Compensation Committee is composed solely of independent directors as independence is defined under the NASDAQ listing standards and the SEC rules. Members of this committee are Russell L. Isaacs, Chairman, W. Gaston Caperton, III, John M. McMahon, G. Ogden Nutting, and P. Clinton Winter, Jr. The Compensation Committee met three (3) times during the year. The Compensation Committee is governed by the charter which is available on the corporate website under Policies at [www.ubsi-wv.com](http://www.ubsi-wv.com).

The Compensation Committee's primary processes and procedures for establishing and overseeing executive compensation can be found in the Compensation Discuss and Analysis section under the headings Role of Executive Officers in Compensation Decisions and Overview of Compensation Program.

**The Governance and Nominating Committee**

The purposes of the Governance and Nominating Committee are to evaluate and recommend candidates for election as directors, make recommendations concerning the size and composition of the Board of Directors, develop and implement United's corporate governance policies, approve annual director nominees for and any subsequent changes in the subsidiary banks' boards, develop specific criteria for director independence, and assess the effectiveness of the Board of Directors.

Nominations to the Board of Directors by a shareholder may be made only if such nominations are made in accordance with the procedures set forth in Article II, Section 5 of the Restated Bylaws of United, which section is set forth in full below:

Section 5. Nomination of directors. Directors shall be nominated by the Board prior to the giving of notice of any meeting of shareholders wherein directors are to be elected. Additional nominations of directors may be made by any shareholder; provided that such nomination or nominations must be made in writing, signed by the shareholder and received by the Chairman or President no later than ten (10) days from the date the notice of the meeting of shareholders was mailed; however, in the event that notice is mailed less than thirteen (13) days prior to the meeting, such nomination or nominations must be received no later than three (3) days prior to any meeting of the shareholders wherein directors are to be elected.

In identifying nominees and evaluating and determining whether to nominate a candidate for a position on United's Board, the Committee considers the criteria outlined in United's corporate governance policy, which include the independence of the proposed nominee, diversity, age, skills and experience in the context of the needs of the Board. United regularly assesses the size of the Board, whether any vacancies are expected due to retirement or otherwise, and the need for particular expertise on the Board. Candidates may come to the attention of the Committee from current Board members, shareholders, professional search firms, officers or other persons. The Committee will consider and review all candidates in the same manner regardless of the source of the recommendation.



**Table of Contents**

The Governance and Nominating Committee is composed of independent directors as independence is defined under the NASDAQ listing standards and the SEC rules. Members of this committee are G. Ogden Nutting, Chairman, W. Gaston Caperton, III, Russell L. Isaacs, John M. McMahon, and P. Clinton Winter, Jr. The Governance and Nominating Committee met one (1) time during the year. The charter for this committee is available on the corporate website under Policies at [www.ubsi-wv.com](http://www.ubsi-wv.com).

**Related Party Transactions**

**Policies and Procedures.** The Board of Directors has adopted a written policy and procedure for review, approval and monitoring of transactions involving the Company and related persons (directors and executive officers or their immediate families, or shareholders owning five percent or greater of the Company's outstanding stock). The policy covers any related person transaction that meets the minimum threshold for disclosure in the proxy statement under the relevant SEC rules (generally, transactions involving amounts exceeding \$120,000 in which a related person has a direct or indirect material interest).

Related party transactions must be approved by the Audit Committee of the Board (the Committee). At each calendar year's first regularly scheduled Committee meeting, management recommends Related Person Transactions to be entered into by the Company for that calendar year, including the proposed aggregate value of such transactions if applicable. After review, the Committee approves or disapproves such transactions and at each subsequently scheduled meeting. Management will update the Committee as to any material change to proposed transactions.

The Committee will consider all of the relevant facts and circumstances available to the Committee, including whether the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party and whether the transaction violates any requirements of the Company's financing agreements.

In the event management recommends any further related person transactions subsequent to the first calendar year meeting, such transactions may be presented to the Committee for approval or preliminarily entered into by management subject to ratification by the Committee; provided that if ratification shall not be forthcoming, management will make all reasonable efforts to cancel or annul such transaction.

The policy was adopted in January 2007. All related party transactions since January 1, 2006, which were required to be reported in this proxy statement were approved by the Committee in accordance with the policy.

**Related Person Transactions.** United's subsidiaries have had, and expect to have in the future, banking transactions with United and with its officers, directors, principal shareholders, or their interests (entities in which they have more than a 10% interest). The transactions, which at times involved loans in excess of \$120,000, were in the ordinary course of business, were made on substantially the same terms, including interest rates, collateral and repayment terms as those prevailing at the time for comparable transactions and did not involve more than the normal risk of collectibility or present other unfavorable features. United's subsidiary banks are subject to federal statutes and regulations governing loans to officers and directors and loans extended to officers and directors are in compliance with such laws and are exempt from insider loan prohibitions included in the Sarbanes-Oxley Act of 2002.

In addition to the normal banking transactions described above, United Bank (WV) leases office space in its main Charleston branch from the Kanawha-Roxalana Company pursuant to a written lease agreement originally dated October 1, 1992, and amended on August 7, 2002 (the United Center Lease). The Kanawha-Roxalana Company is a shareholder of United, and the voting and investment authority for its shares are beneficially owned by its President and Chief Executive Officer, I.N. Smith, Jr. who is a director of United. The United Center Lease provided for an initial term of ten (10) years that commenced on October 1, 2002, and was extended for another ten

**Table of Contents**

(10) years with the amendment. The expiration date of term of the lease is September 30, 2012. The United Center Lease provides for United Bank (WV) to pay a monthly base rent, which is based on square footage of the rentable areas, and additional monthly rent at a fixed monthly rate. Additionally, the United Center Lease provides for United Bank (WV) to pay its share of operating costs. Management believes the United Center Lease is on terms comparable to market terms for similar rental space in Charleston, West Virginia. During 2006, United paid rent expense of approximately \$867,000 under the United Center Lease.

In addition, United Bank (WV) leases land for one of its other Charleston branches from the Kanawha-Roxalana Company pursuant to a written lease agreement dated November 28, 2001 (the Kanawha City Lease ). As previously mentioned, the Kanawha-Roxalana Company is a shareholder of United, and the voting and investment authority for its shares are beneficially owned by its President and Chief Executive Officer, I.N. Smith, Jr. who is a director of United. The Kanawha City Lease provides for an initial term of twenty-five (25) years that commenced on December 1, 2001, with five (5) additional five (5) year renewal options after expiration of the initial twenty-five (25) year term. The Kanawha City Lease provides for the base rent to be paid by United Bank (WV) to be adjusted on December 1, 2006, and every five years thereafter following the commencement and any renewal option properly exercised by United Bank (WV). The adjusted amount of rent shall be calculated based on changes in the Consumer Price Index of the United States Bureau of Labor Statistics. Additionally, the Kanawha City Lease provides an option for United Bank (WV) to purchase the property after the expiration of the initial twenty-five year term at a purchase price equal to the average of three separate appraisals. Upon the expiration of the Kanawha City Lease for any cause, all improvements and structures shall become the property of the Kanawha-Roxalana Company. Management believes the Kanawha City Lease is on terms comparable to market terms for similar rental space in Charleston, West Virginia. During 2006, United paid rent expense of approximately \$39,500 under the Kanawha City Lease.

F. T. Graff, Jr., a member of the Board of Directors of United, is a partner in the law firm of Bowles Rice McDavid Graff & Love LLP in Charleston, West Virginia. Bowles Rice McDavid Graff & Love LLP rendered legal services to United during 2006, and it is expected that the firm will continue to render certain services in the future. The fees paid to Bowles Rice McDavid Graff & Love LLP in 2006 were \$438,000, which represented less than 5% of that firm's revenues for the year 2006. The legal fees paid to Bowles Rice McDavid Graff & Love LLP were the ordinary and customary fees for such legal services. F. T. Graff, Jr. is a partner of the law firm of Bowles Rice McDavid Graff & Love LLP. Mr. Graff's interest in the fees paid by United in 2006 was approximately \$10,430. This amount was calculated based on Mr. Graff's percentage of net income of Bowles Rice McDavid Graff & Love LLP, and was computed without regard to the amount of profit or loss.

**Table of Contents****Director Compensation**

The following table sets forth certain information regarding the compensation earned by or awarded to each director who served on United's Board of Directors in 2006 except for Mr. Richard M. Adams. Mr. Adams is not compensated for his board service.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred	All Other Compensation (\$)	Total (\$)
					Compensation Earnings (\$)		
Robert G. Astorg	\$26,400						\$26,400
Thomas J. Blair, III	\$13,700						\$13,700
Harry L. Buch <sup>(1)</sup>	\$ 8,800						\$ 8,800
W. Gaston Caperton, III	\$18,900						\$18,900
Lawrence K. Doll <sup>(2)</sup>	\$15,900				\$ 8,782	\$ 22,658	\$47,340
H. Smoot Fahlgren <sup>(1)</sup>	\$ 8,700						\$ 8,700
Theodore J. Georgelas	\$17,200						\$17,200
F. T. Graff, Jr.	\$15,900						\$15,900
Russell L. Isaacs	\$29,400						\$29,400
John M. McMahon	\$24,250						\$24,250
J. Paul McNamara <sup>(3)</sup>	\$17,200				\$ 2,813		\$20,013
G. Ogden Nutting	\$25,200						\$25,200
William C. Pitt, III	\$13,700						\$13,700
I. N. Smith, Jr. <sup>(4)</sup>	\$13,700					\$ 30,000	\$43,700
Mary K. Weddle	\$21,900						\$21,900
P. Clinton Winter, Jr.	\$29,400						\$29,400



**Table of Contents**

**Footnotes:**

- (1) Mr. Buch and Mr. Fahlgren retired from the Board of Directors on May 15, 2006 due to mandatory age retirement provisions of United's Corporate Governance Policy. Mr. Buch and Mr. Fahlgren are active emeritus directors and are paid for each board meeting attended.
- (2) In 2006, Mr. Doll received a salary of \$100,000 and a bonus of \$10,000 as Chairman of the United Bank (VA) Board of Directors which is not included in the table above. Included in Mr. Doll's Other Compensation are amounts reimbursed for medical insurance premiums and perquisites in

the amount of \$16,658 which Mr. Doll received in his capacity as Chairman of the United Bank (VA) Board of Directors. The perquisites consist of an automobile allowance, dinner club dues, and certain personal expenses while on business travel.

(3) Mr. McNamara received \$213,538 in 2006 under a SERP Agreement United assumed in the acquisition of Sequoia Bancshares, Inc. which is not included in the table above.

(4) Mr. Smith's Other Compensation consists of \$30,000 received from a consulting arrangement with United and United Bank (WV). Mr. Smith received \$35,905 from United's Pension Plan as a retired

employee of the  
Company which  
is not included  
in the table  
above.

Except for Mr. Adams, directors of the Company receive a fee of \$1,100 for each United Board Meeting attended and a retainer of \$700 per month regardless of meeting attendance. Mr. Adams receives no compensation for his board service. In addition, as members of United Bank (VA) s Board of Directors ( Bank Board ), Mr. Georgelas, Mr. McMahon, Mr. McNamara and Ms. Weddle, each receive a fee of \$500 for each Bank Board meeting attended (\$250 for teleconference meetings).

Each director who serves on the Executive, Audit, Compensation, and Governance and Nominating Committees receives a fee of \$1,100 for each United Board Committee Meeting attended except for Mr. Adams and Mr. Astorg. Mr. Adams receives no compensation for serving on any committee. Mr. Astorg, as Chairman of the Audit Committee, receives a retainer payment of \$1,100 per month without regard to committee meeting attendance. Mr. Isaacs, as Chairman of the Compensation Committee, receives a retainer payment of \$1,100 per quarter without regard to committee meeting attendance in addition to the fee of \$1,100 for each United Board Committee Meeting attended. As Chairman of the Governance and Nominating Committee, Mr. Nutting receives a retainer payment of \$1,100 per quarter without regard to committee meeting attendance in addition to the fee of \$1,100 for each United Board Committee Meeting attended. Mr. Winter as Lead Director of the independent directors of the Board, receives a retainer payment of \$1,100 per quarter without regard to meeting attendance in addition to the fee of \$1,100 for each United Board Committee Meeting attended.

**Table of Contents****Executive Officers**

Set forth below are the executive officers of United and relations that exist with affiliates and others for the past five years.

Name	Age	Present Position	Principal Occupation and Banking Experience During the Last Five Years
Richard M. Adams	60	Chairman of the Board & Chief Executive Officer since 1984 - United; Chairman of the Board & Chief Executive Officer United Bank (WV)	Chairman of the Board & Chief Executive Officer - United; Chairman of the Board & Chief Executive Officer United Bank (WV)
Richard M. Adams, Jr.	38	Executive Vice-President since 2000 - United; Executive Vice-President United Bank (WV)	Executive Vice-President - United; Executive Vice-President United Bank (WV); Senior Vice-President United Bank (WV); President United Brokerage Services, Inc.
James J. Consagra, Jr.	46	Executive Vice-President since 1999 -United; President & Chief Executive Officer -United Bank (VA)	Executive Vice-President -United; President & Chief Executive Officer-United Bank (VA); Executive Vice-President & Chief Financial Officer - United Bank (VA)
James B. Hayhurst, Jr.	60	Executive Vice-President since 1986 -United; Executive Vice-President United Bank (WV)	Executive Vice-President -United; Executive Vice-President United Bank (WV)
John Neuner, III	61	Executive Vice-President since 2000 - United; Executive Vice-President United Bank (WV)	Executive Vice-President -United; Executive Vice-President United Bank (WV)
Joe L. Wilson	59	Executive Vice-President since 1986 -United; Executive Vice-President United Bank (WV)	Executive Vice-President -United; Executive Vice-President United Bank (WV)
Steven E. Wilson	58	Executive Vice-President since 1986, Chief Financial Officer, & Treasurer since 1989 United; Secretary since 1999 -United; Executive	Executive Vice-President, Chief Financial Officer, Treasurer & Secretary -United; Executive Vice-President, Chief Financial Officer, Treasurer & Secretary United Bank (WV)



Vice-President, Chief  
Financial Officer,  
Treasurer & Secretary  
United Bank (WV)

**Family Relationships**

Richard M. Adams and Richard M. Adams, Jr. are father and son.

15

---

**Table of Contents****EXECUTIVE COMPENSATION****Summary Compensation Table**

The following table is a summary of certain information concerning the compensation awarded or paid to, or earned by, the Company's chief executive officer, chief financial officer, the three other most highly compensated executive officers of the Company as determined as of the end of 2006, and one other person who would have been among the three most highly compensated executive officers except that he was no longer an executive officer of the Company on the last day of 2006.

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary</b>	<b>Bonus (2)</b>	<b>Stock Awards</b>	<b>Option Awards (1)</b>	<b>Non-Equity Incentive Plan Compensation</b>	<b>Change in Pension Value and Non-qualified Deferred Compensation Earnings (3)</b>	<b>All Other Compensation (4)</b>	<b>Total</b>
Richard M. Adams Chairman of the Board and Chief Executive Officer	2006	\$ 641,667	\$ 292,500				\$ 345,255	\$ 441,851	\$ 1,721,273
Steven E. Wilson Executive Vice President, Chief Financial Officer, Secretary and Treasurer	2006	\$ 254,047	\$ 91,980				\$ 47,661	\$ 15,408	\$ 409,096
James B. Hayhurst, Jr. Executive Vice President	2006	\$ 214,900	\$ 56,510				\$ 57,911	\$ 59,672	\$ 388,993
James J. Consagra, Jr. Executive Vice President	2006	\$ 240,000	\$ 70,000				\$ 45,465	\$ 462,395	\$ 817,860
Joe L. Wilson Executive Vice President	2006	\$ 204,510	\$ 41,300				\$ 57,757	\$ 57,231	\$ 360,798
Kendal E. Carson <sup>(5)</sup> Former Executive Vice President	2006	\$ 36,667					\$ 20,721	\$ 568,731	\$ 626,119

Footnotes:

- (1) No options were granted in 2006.
- (2) Discretionary bonuses are disclosed in the year earned, although paid in the following year.
- (3) Change in value of executive officer's Pension and SERP benefit during the year 2006. For Mr. Adams, the increase in Pension value was \$39,249 and the increase in SERP value was \$306,006. For Mr. S. Wilson, the increase in Pension value was \$41,188 and the increase in SERP value was \$6,473. For Mr. Hayhurst, the increase in Pension value was \$57,911 while his SERP value decreased \$60,794 and thus was not included. For Mr. Consagra, the increase in Pension value was \$14,052 and the increase in SERP value was \$31,413. For Mr. J.

Wilson, the increase in Pension value was \$57,757 while his SERP value decreased \$33,735 and thus was not included.

**Table of Contents**

(4) Other  
Compensation  
includes  
perquisites  
(aggregate  
amounts for  
perquisites less  
than \$10,000 are  
not disclosed),  
company  
contributions to  
the named  
executive  
officer s 401(K)  
Plan,  
compensation  
due to the  
exercise of  
non-statutory  
stock options,  
and company  
paid life, health  
and disability  
insurance  
premiums.  
Perquisites are  
valued based on  
their  
incremental cost  
to the Company  
in accordance  
with SEC  
regulations.  
Aggregate  
perquisites of  
\$11,043 were  
provided to  
Mr. Consagra in  
2006 which  
exceeded  
\$10,000 and are  
thus included in  
his All Other  
Compensation  
column. His  
perquisites  
included a  
country club  
membership,

personal use of a company automobile, and expenses for Mr. Consagra's spouse to accompany him on business travel.

Compensation from the exercise of non-statutory stock options is pursuant to United's Stock Option Plans and/or the George Mason Bankshares Option Plan assumed in the George Mason Bankshares acquisition. The compensation amounts from the exercise of non-statutory options included for the named executive officers are as follows:

Mr. Adams, \$418,982; Mr. Hayhurst, \$44,109; Mr. Consagra, \$438,600; Mr. J. Wilson, \$43,988; and Mr. Carson, \$564,626.

- (5) On February 2, 2006, Mr. Carson notified United that he was resigning his

positions as an Executive Vice President of United and as President of United Bank (VA). His last date of employment was February 23, 2006.

Total cash compensation, as measured by salary and bonus, is based on the Company's performance as well as employee performance and certain other factors described in the section entitled Compensation Discussion and Analysis. For the named executive officers, total cash compensation as a percentage of total compensation is as follows: Mr. Adams 54.27%; Mr. S. Wilson 84.58%; Mr. Hayhurst 69.77%; Mr. Consagra 37.90%; Mr. J. Wilson 68.10%; and Mr. Carson 5.85%.

**Bank Owned Life Insurance (BOLI)**

United has purchased BOLI policies covering several key company officers including the named executive officers. The purchase of BOLI represents a tax-advantaged financing strategy that permits the company to meet its increasing benefit liability obligations in a more cost-effective manner. The intent is to create an independent source of funds to recoup some of the benefit expenses. The policies earnings, including death proceeds, will be used to offset and recover a portion of the costs to carry the policies. Interest earned on the cash value is not subject to tax unless the policies are surrendered or borrowed against before the insured's death. United earned the following approximate amounts of income in 2006 related to the BOLI policies on the named executive officers: Mr. Adams, \$566,000; Mr. S. Wilson, \$93,000; Mr. Hayhurst, \$85,000; Mr. Consagra, \$48,000; and Mr. J. Wilson, \$75,000.

**Employment Contracts of Named Executive Officers**

Richard M. Adams, Chairman and Chief Executive Officer of United and United Bank (WV), entered into an employment contract with United effective April 11, 1986. The original term of Mr. Adams' employment contract was five years commencing on March 31, 1986, with the provision that the contract could be extended annually for one (1) year to maintain a rolling five (5) year contract. This contract was amended in November 2002, to extend the initial term of the contract through March 31, 2008 with the provision for additional one (1) year term extensions by the Executive Committee with the approval of Mr. Adams. The term of this contract has been extended through March 31, 2012. Under the amended contract, Mr. Adams is required to devote his full-time energies to performing his duties as Chairman and CEO on behalf of United and its subsidiaries. The contract provides for a base compensation of \$650,000 and additional benefits consistent with the office. This base compensation may be increased but not decreased. If the contract is terminated for any reason other than mutual consent or cause, Mr. Adams, or his family or estate, is entitled to his base salary for a sixty (60) month period. Under Mr. Adams contract, cause is defined as based on (i) excessive, unapproved absences, (ii) gross or willful neglect of duty that results in some substantial loss to United, or (iii) fraud or commission of any criminal act, if proven. If the contract is terminated by mutual consent, Mr. Adams, his family or estate are entitled to receive the amount mutually agreed upon by Mr. Adams and United. If the contract is terminated for cause, United must pay Mr. Adams' base salary only for the period of his active full-time employment to the date of termination.

The contract between Mr. Adams and United also provides for an additional gross-up payment by United to Mr. Adams in the event that a payment or distribution pursuant to the contract would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code of 1986, as amended. Any calculated gross-up payment

**Table of Contents**

amount shall be equal to one hundred percent (100%) of the excise tax plus one hundred percent (100%) of any federal, state and local income taxes plus the additional excise tax on the gross-up amount. Any gross-up payment pursuant to the contract must be paid to Mr. Adams within 30 days of the receipt of the amount determined.

**Other Employment Contracts**

United and United Bank (WV) also entered into an employment agreement with I. N. Smith, Jr. on December 17, 1985. The term of the agreement extends until Mr. Smith reaches the age of 75. Under his employment agreement, Mr. Smith provides such consulting and advisory services as United may request, and receives for such services an annual fee of \$30,000. In addition, United agreed to use its best efforts to nominate and elect Mr. Smith to the Company's Board of Directors.

J. Paul McNamara entered into an employment agreement with United, effective as of October 11, 2003. During the three-year term of the agreement, Mr. McNamara was to serve as Vice Chairman of United Bank (VA) and a member of United's Board of Directors. On October 31, 2005, Mr. McNamara retired as Vice Chairman of United Bank (VA) and by mutual agreement, United and Mr. McNamara terminated the employment agreement. Mr. McNamara is fully vested in the normal retirement benefit provided for under the salary continuation agreement assumed by United, and United will continue his participation in health and welfare benefits, or provide similar coverage until October 31, 2008.

**Employee Benefit Plans**

No directors or principal shareholders of United and its subsidiaries, other than those persons who are salaried officers, participate in any type of benefit plan of United.

United's subsidiaries provide, on a substantially non-contributory basis for all full-time employees, life, and disability insurance. Life insurance with a value of 250% of base salary, up to a maximum benefit of \$1,000,000, is provided to all full-time employees, including executive officers. The premiums paid by United for life insurance on any individual, which has a face value greater than \$50,000 is properly reported as compensation. These plans do not discriminate, in scope, terms or operation, in favor of the executive officers of United or its subsidiaries and are available generally to all full-time salaried employees of United and its subsidiaries.

Each employee of United, or its participating subsidiaries, who completes one year of eligible service and is 21 years of age is eligible to participate in United's Pension Plan (the "Pension Plan"). The Pension Plan is noncontributory on the part of the employee. Pension benefits are based on years of service and the average of the employee's highest five consecutive plan years of basic compensation paid during the ten plan years preceding the date of determination. United's funding policy is to contribute annually the maximum amount that can be deducted for federal income tax purposes. Contributions are intended to provide not only for benefits attributed to service to date, but also for those expected to be earned in the future. Vesting is attained after five years of participation.

**Pension Benefits**

**Pension Plan.** The United Bankshares, Inc. Pension Plan is a defined benefit pension plan. It is a tax-qualified, broad-based plan generally available to all regular employees (with some exceptions). Participation is automatic and begins on January 1 or July 1 after an eligible employee completes one (1) year of service (12 consecutive months during which the employee completes at least 1,000 hours of service) and reaches the age of 21.

Normal benefits under the Pension Plan are based on these factors:

years of credited service

compensation of the employee, and

Social Security covered compensation.



**Table of Contents**

An employee is 100% vested when the first of the following occurs:

the employee completes at least 5 years of service or

the employee reaches the normal retirement date or

the employee reaches early or disability retirement (regardless of whether the employee actually retires).

For purposes of calculating benefits under the Pension Plan, compensation is generally the pay an employee receives from United, including any pre-tax savings under a 401(k) plan maintained by United and salary reductions under an Internal Revenue Code Section 125 plan. Compensation does not include overtime, bonuses or director's fees. Maximum compensation limits for benefit calculations are set by governmental rules. The limit is indexed and may change each year. For 2006, the limit was \$220,000.

The employee's average compensation is used to calculate his or her retirement benefit. Average compensation is the employee's average pay over the consecutive five years out of the last ten years with the Company that produces the highest average.

Benefits are paid under the Pension Plan when an employee retires. Retirement under the Pension Plan can be normal retirement, early retirement, delayed retirement or disability retirement.

If an employee retires at the normal retirement age of 65, then the employee's monthly normal retirement benefit is equal to the sum of 1.25% of average compensation and 0.5% of average compensation in excess of Social Security covered compensation, multiplied by years of service up to 25 years. If an employee terminates employment before his or her normal retirement date, the employee is entitled to his or her vested accrued benefit. The employee will receive the benefits upon early retirement or at his or her normal retirement date, whichever comes first.

An employee may elect early retirement after he or she reaches age 55 and has completed at least 5 years of service. The early retirement benefit is equal to the employee's accrued benefit as of his or her early retirement date. If payment of the early retirement benefit begins before the employee's normal retirement date, then the benefit is reduced.

**Supplemental Executive Retirement Agreements.** United has entered into Supplemental Retirement Agreements (SERPs) with each of its named executive officers to encourage such officers to remain employees of United. The SERPs are designed to provide a certain level of post-retirement income to the individuals who have a significant impact on the long-term growth and profitability of United. A more detailed description of the SERPs begins on page 22 of this Proxy Statement.

The following table shows the present value of the accumulated benefit under the Pension Plan and the SERPs as well as the years of credited service for each of the named executive officers. The values in the table reflect the actuarial present value of the named executive officer's accumulated benefit under each plan, computed as of December 31, 2006.

**Table of Contents**

<b>Name</b>	<b>Plan Name</b>	<b>Number of Years Credited Service (#)</b>	<b>Present Value of Accumulated Benefit (\$)</b>	<b>Payments During Last Fiscal Year (\$)</b>
Richard M. Adams	Pension Plan	38	\$ 608,394	
	SERP	38	\$2,685,853	
Steven E. Wilson	Pension Plan	35	\$ 503,867	
	SERP	35	\$ 508,313	
James B. Hayhurst, Jr.	Pension Plan	35	\$ 566,827	
	SERP	35	\$ 312,006	
James B. Consagra, Jr.	Pension Plan	9	\$ 78,606	
	SERP	9	\$ 66,930	
Joe L. Wilson	Pension Plan	36	\$ 509,784	
	SERP	36	\$ 276,542	
Kendal E. Carson <sup>(1)</sup>	Pension Plan		\$ 104,408	
	SERP			

**Footnotes:**

(1) On February 2, 2006, Mr. Carson notified United that he was resigning his positions as an Executive Vice President of United and as President of United Bank (VA). His last date of employment was February 23, 2006.

The present value of the accumulated benefit for both the SERP and the Pension Plan benefits was calculated using the following weighted-average assumptions: discount rate of 6.00%; compensation increase rate of 3.25%; an

investment return of 8.50% and an increase in Social Security wage base of 4.00%. Benefits under both the Pension Plan and the SERP are based on annual base salary and do not include bonuses, directors' fees, expense reimbursements, and employer contributions to retirement plans. For Mr. Adams, Mr. Hayhurst, Mr. J. Wilson and Mr. S. Wilson, the annual benefit under their SERP is further reduced by annual benefits payable at retirement under the Pension Plan and benefits under United's Savings and Stock Investment Plan.

Benefit figures shown are computed on the assumption that participants will retire at the earliest time available under the plan without any benefit reduction due to age. For the Pension Plan, the earliest retirement age is 55. For the SERPs, the earliest retirement ages for the named executive officers are as follows: Mr. Adams - 65; Messrs. Hayhurst, S. Wilson, Consagra and J. Wilson - 60.

The Pension Plan and the SERP are designed to work together to provide each named executive officer with a certain level of benefits. Social Security benefits are deducted from the annual benefits payable under the Pension Plan and the annual benefits under the SERP for Messrs. Adams, Hayhurst, J. Wilson and S. Wilson are reduced by the annual benefits payable at retirement under the Pension Plan and the benefits under United's Savings and Stock Investment Plan.

As a general rule, United does not grant extra years of service under the Pension Plan and the SERP. Exceptions may occur, however, in the case of mergers and acquisitions.

#### **Other Employee Plans**

Each employee of United, who completes ninety (90) days of qualified service, is eligible to participate in the United Savings and Stock Investment Plan, a deferred compensation plan under Section 401(k) of the Internal

**Table of Contents**

Revenue Code. Each participant may contribute from 1% to 100% of compensation to his/her account, subject to Internal Revenue Service maximum deferral limits. After one year of eligible service, United matches 100% of the first 2% of salary deferred and 25% of the second 2% of salary deferred with United stock. Vesting is 100% for employee deferrals and the company match at the time the employee makes his/her deferral.

United employees may participate in an employee stock purchase plan whereby its employees may purchase shares of United's common stock. Purchases made by employees under this plan are coordinated by the Personnel and Shareholder Relations Department of United Bank (WV), and involve stock purchased at market price for this purpose.

**Non-Qualified Deferred Compensation**

United provides a Non-Qualified Retirement and Savings Plan (the Non-Qualified Plan) to provide a supplemental savings program for certain employees of the Company who are unable to make meaningful contributions to the United Savings and Stock Investment Plan. This plan is intended to benefit a select group of management or highly compensated employees of the Company. Each participant may elect to defer any percentage of his or her salary and bonus as a supplemental savings contribution. Participants may choose to have their deferral contributions directed to any of nineteen investment options including United common stock, a U.S. Government Securities Fund, and various income, common stock and international equity funds.

Participants are not entitled to the Non-Qualified Plan benefits prior to their date of employment termination. The benefits under the Non-Qualified Plan upon a participant's retirement, disability or termination of employment are paid either as a single lump sum or substantially equal installments over a period of not less than three nor more than ten years as elected by the participant. Upon death of a participant, his or her named beneficiary (ies) will receive such participant's benefits payable under the Non-Qualified Plan.

Each investment is subject to market risk. The degree of market risk varies by investment type based upon the nature of the applicable underlying net assets.

The following table shows the contributions, earnings and year-end balances for 2006 with respect to non-qualified deferred compensation plans for the named executive officers:

<b>Name</b>	<b>Executive Contributions in Last FY (\$)</b>	<b>Registrant Contributions in Last FY (\$)</b>	<b>Aggregate Earnings in Last FY <sup>(1)</sup> (\$)</b>	<b>Aggregate Withdrawals/Distributions (\$)</b>	<b>Aggregate Balance at Last FYE (\$)</b>
Richard M. Adams					
Steven E. Wilson	\$ 103		\$ 3,059		\$ 28,071
James B. Hayhurst, Jr.	\$ 8,532		\$ 11,728		\$ 102,915
James B. Consagra, Jr.			\$ 2,560		\$ 22,842
Joe L. Wilson					
Kendal E. Carson <sup>(2)</sup>					

**Footnotes:**

- (1) None of the earnings shown represent above-market or

preferential earnings and, thus, are not included in the Summary Compensation Table.

- (2) On February 2, 2006, Mr. Carson notified United that he was resigning his positions as an Executive Vice President of United and as President of United Bank (VA). His last date of employment was February 23, 2006.

**Table of Contents**

The amount of earnings for the named executive officers in the year of 2006 by investment option is as follows:

<b>Fund Name</b>	<b>Aggregate Earnings in Last FY</b>	<b>Total Return in Last FY</b>
Federated Kaufmann A	\$ 2,531	14.57%
Federated Mid-Cap Index	576	9.85%
Federated US Government 2-5 Bond	894	3.11%
Fidelity Advisor Growth Opportunities		4.89%
Fidelity Advisor Technology		5.83%
Fidelity Capital & Income		13.04%
Fidelity Diversified International	1,040	22.52%
Fidelity Low-Priced Stock		17.76%
Fidelity Mid-Cap Stock		14.78%
Fidelity Spartan Money Market		4.79%
Fidelity Spartan 500 Index	6,029	15.71%
Janus Twenty Fund		12.30%
Janus Worldwide		19.90%
MFS Utilities A		31.55%
Old Mutual Large Cap Z	5,807	22.37%
PIMCO Total Return	470	3.74%
RS Emerging Growth		9.45%
T. Rowe Price Media & Telecom		28.55%
United Bankshares, Inc. Common Stock		12.97%
<b>Total</b>	<b>\$ 17,347</b>	

**Potential Payments upon Termination or Change in Control**

**Supplemental Executive Retirement Agreements.** On July 27, 1990, United entered into a Supplemental Retirement Agreement ( SERP ) with Mr. Richard Adams. The agreement was amended on November 1, 2001. This amended agreement provides for an annual supplemental retirement benefit upon his reaching age 65 or upon the later termination of his employment with United or an affiliated or successor entity to United, whichever last occurs. The annual benefit will be equal to seventy percent (70%) of the average of Mr. Adams three highest base salaries, reduced by benefits actuarially calculated at the time the supplemental retirement benefit becomes payable under (i) the United Pension Plan; (ii) social security; and the United Savings and Stock Investment Plan. The amended agreement also provides for reduced benefits for early retirement before age 65 as well as payments to his spouse or his estate if unmarried in the event of his death. The benefits under the amended agreement are fully vested in Mr. Adams and survive his termination of employment from United or an affiliated or successor entity to United for whatever reason, including but not limited to, change in control, dismissal with or without cause, voluntary termination, expiration of contract or disability.

On October 1, 2003, United entered into Supplemental Retirement Agreements with the named executive officers, Kendal E. Carson, James J. Consagra, Jr., James B. Hayhurst, Jr., Joe L. Wilson and Steven E. Wilson to encourage them to remain an employee of United. On February 2, 2006, Mr. Carson notified United that he was resigning his positions as an Executive Vice President of United and as President of United Bank (VA). His last date of employment was February 23, 2006. Upon his resignation, Mr. Carson's SERP terminated and he is not entitled to receive any payments under the agreement.

**Table of Contents**

The SERP for Messrs. James B. Hayhurst, Jr., Joe L. Wilson and Steven E. Wilson ensures that each of these participating executive officers, when retiring at age 65 or later, receives a level of retirement benefits, without regard to years of service, equal to 70% of the executive officer's total base salary projected to be in effect at age 65 and is updated each January 1 by United. At the time one of these participating executive officers retires, the benefit the participant is entitled to through the SERP is calculated, and then funds from the following sources are deducted to determine the amount, if any, of the payment due under the SERP (i) the benefit under the Pension Plan; (ii) Social Security benefits payable; and (iii) any benefits under United's Savings and Stock Investment Plan. The annual benefit will be paid monthly for a period of fifteen years. The executive may retire early at the age specified in the SERP and receive a benefit equal to 60% of the executive's final pay based on the same provisions set forth above.

The SERP for Mr. James J. Consagra, Jr. ensures that he will receive, at the age set forth in the SERP, an annual benefit equal to \$100,000, paid in monthly installments for a period of 15 years. If Mr. Consagra retires or leaves employment early, the executive will receive an accrual benefit set forth in a Schedule to the SERP, subject to a ten (10) year vesting schedule. This early termination benefit will be paid monthly for a period of fifteen (15) years.

**Change of Control Agreements.** In March of 1994, United entered into agreements with named executive officers Steven E. Wilson, James B. Hayhurst, Jr. and Joe L. Wilson to encourage those executive officers not to terminate their employment with United because of the possibility that United might be acquired by another entity. The Board of Directors determined that such an arrangement was appropriate, considering the entry of large regional bank holding companies into West Virginia. The agreements were not undertaken in the belief that a change of control of United was imminent. In August of 2000, United entered into similar change of control agreements with named executive officers Kendal E. Carson and James J. Consagra, Jr. On February 2, 2006, Mr. Carson notified United that he was resigning his positions as an Executive Vice President of United and as President of United Bank (VA). His last date of employment was February 23, 2006. Upon the resignation of Mr. Carson, his change of control agreement terminated and he is not entitled to receive any payments under the agreement. On April 4, 2003, United entered into an employment agreement with J. Paul McNamara that contained change in control provisions similar to agreements with Messrs. S. Wilson, Hayhurst, J. Wilson, Carson, and Consagra. On October 31, 2005, Mr. McNamara retired as Vice Chairman of United Bank (VA). Mr. McNamara's change of control agreement terminated upon his retirement.

Generally, the agreements provide severance compensation to those officers if their employment should end under certain specified conditions after a change of control of United. Compensation is paid upon any involuntary termination following a change of control unless the officer is terminated for cause. In addition, compensation will be paid after a change of control if the officer voluntarily terminates employment because of a decrease in the total amount of the officer's base salary below the level in effect on the date of consummation of the change of control, without the officer's consent; a material reduction in the importance of the officer's job responsibilities without the officer's consent; geographical relocation of the officer without consent to an office more than fifty (50) miles from the officer's location at the time of a change of control; failure by United to obtain assumption of the contract by its successor or any termination of employment within thirty-six (36) months after consummation of a change of control which is effected for any reason other than good cause.

Under the agreements, a change of control is deemed to occur in the event of a change of ownership of United which must be reported to the Securities and Exchange Commission as a change of control, including but not limited to the acquisition by any person (as such term is used in Sections 13(d) and 14(d) of the Securities and Exchange Act of 1934 (the Exchange Act)) of direct or indirect beneficial ownership (as defined by Rule 13d-3 under the Exchange Act) of twenty-five percent (25%) or more of the combined voting power of United's then outstanding securities, or the failure during any period of two (2) consecutive years of individuals who at the beginning of such period constitute the Board for any reason to constitute at least a majority thereof, unless the election of each director who was not a director at the beginning of such period has been approved in advance by directors representing at least two-thirds (2/3) of the directors at the beginning of the period.

**Table of Contents**

Under the agreements, severance benefits include: (a) cash payment equal to the officer's monthly base salary in effect on either (i) the date of termination; (ii) the date immediately preceding the change of control, whichever is higher, multiplied by the number of full months between the date of termination and the date that is thirty-six (36) months after the date of consummation of the change of control; (b) payment of cash incentive award, if any, under United's Incentive Plan; and (c) continuing participation in employee benefit plans and programs such as retirement, disability and medical insurance for a period of thirty-six (36) months following the date of termination.

The agreements do not affect the right of United to terminate the officer, or change the salary or benefits of the officer, with or without good cause, prior to any change of control; provided, however, any termination or change which takes place after discussions have commenced which result in a change of control will be presumed to be a violation of the agreement and will entitle the officer to the benefits under the agreement, absent clear and convincing evidence to the contrary.

The following table shows the potential incremental value transfer to each named executive under various employment scenarios. The table was prepared as though each named executive officer's employment was terminated on December 29, 2006 (the last business day of 2006). The amounts under the row labeled "If Change in Control (CIC) Termination Occurs during FY 2006" assume that a change in control occurred on December 29, 2006. We are required by the Securities and Exchange Commission to use these assumptions. With those assumptions taken as a given, the Company believes that the remaining assumptions listed in the footnotes below, which are necessary to produce these estimates, are reasonable in the aggregate. However, the executives' employment was not terminated on December 29, 2006 and a change in control did not occur on that date. There can be no assurance that a termination of employment, a change in control or both would produce the same or similar results as those described if either or both of them occur on any other date or at any other price, or if any assumption is not correct in fact.

	Richard M. Adams <sup>(2)</sup>	Steven E. Wilson <sup>(3)</sup>	James B. Hayhurst, Jr. <sup>(4)</sup>	James J. Consagra, Jr. <sup>(5)</sup>	Joe L. Wilson <sup>(6)</sup>	Kendal E. Carson <sup>(7)</sup>
<b>Incremental Value Transfer If Retirement or Voluntary Termination Occurs during FY2006</b>						
<b>If Termination for Cause Occurs during FY2006</b>						
<b>If Termination Without Cause Occurs during FY2006</b>	\$4,650,000					
<b>If Change in Control (CIC) Termination Occurs during FY2006 <sup>(1)</sup></b>	\$4,650,000	\$932,317	\$764,691	\$786,756	\$720,883	
<b>If Disability Occurs during FY2006</b>	\$6,362,088	\$960,000	\$720,000	\$2,400,000	\$840,000	



**If Death Occurs  
during FY2006**

\$5,650,000	\$643,000	\$543,000	\$ 625,000	\$516,000
-------------	-----------	-----------	------------	-----------

24

---

**Table of Contents**

**Footnotes:**

- (1) The benefits listed in the row entitled If Change in Control (CIC) Termination Occurs during FY 2006 are payable upon the happening of any of the following events after a change in control:
- (i) involuntary termination unless the officer is terminated for cause;
  - (ii) voluntarily termination of the officer's employment because of (A) a decrease in the total amount of the officer's base salary below the level in effect on the date of consummation of the change of control, without the officer's consent, (B) a material reduction in the importance of the officer's job responsibilities without the officer's consent, (C) geographical relocation of the officer without consent to an office more than fifty (50) miles from the officer's location at the time of a

change of control,  
(D) failure by  
United to obtain  
assumption of the  
contract by its  
successor; or  
(ii) any termination  
of employment  
within thirty-six  
(36) months after  
consummation of a  
change of control  
which is effected  
for any reason  
other than good  
cause.

- (2) Mr. Adams  
severance benefit  
under an  
involuntary not for  
cause termination,  
involuntary or  
good reason  
termination for a  
CIC, death or  
disability is equal  
to 5 times his base  
salary. If the  
termination for  
cause is based  
solely upon  
(i) excessive  
absenteeism  
without approval  
by United, not  
caused by  
disability, (ii) or  
gross or willful  
neglect of duty  
resulting in some  
substantial loss to  
United after  
Mr. Adams has  
been given written  
direction and  
reasonable time to  
perform such  
duties, (iii) any  
acts or omissions  
on the part of

Mr. Adams which when proven constitute fraud or commission of any criminal act involving the person or property of others or the public generally, or any combination of the above, United must pay

Mr. Adams base salary only up until termination.

Otherwise, if Mr. Adams is terminated for any other cause, his severance benefit is equal to 5times his base salary.

Mr. Adams is entitled to a 280G Gross-Up Payment for amounts paid by the Company subject to an excise tax imposed by Section 4999 of the Internal Revenue Code of 1986, as amended (the amount is estimated based on current information) under an involuntary not for cause termination, involuntary or good reason termination for a CIC, death or disability. If Mr. Adams becomes completely disabled, he is eligible for disability benefits

of \$23,779 per month up until age 65. Mr. Adams is fully vested in the benefits under his SERP Agreement for CIC, dismissal with or without cause, voluntary termination, expiration of contract or disability. Upon Mr. Adams' death, his named beneficiary (ies) will receive a benefit of \$1,000,000 from a company-paid life insurance policy.

- (3) Mr. S. Wilson's severance benefit for a CIC is equal to 3 times his base salary. Also, Mr. S. Wilson is entitled to receive his reasonable share of the Company's cash incentive award (up to 55% of his base salary) allocated in accordance with existing principles and authorized by the Board of Directors, and to participate in health care, life insurance and disability perquisites for 36 months following a CIC. If Mr. S. Wilson becomes completely disabled, he is

eligible for disability benefits of \$10,000 per month up until age 65. Upon Mr. S. Wilson's death, his named beneficiary (ies) will receive a benefit of \$643,000 from a company-paid life insurance policy.

- (4) Mr. Hayhurst's severance benefit for a CIC is equal to 3 times his base salary. Also, Mr. Hayhurst is entitled to receive his reasonable share of the Company's cash incentive award (up to 40% of his base salary) allocated in accordance with existing principles and authorized by the Board of Directors and to participate in health care, life insurance and disability perquisites for 36 months following a CIC. If Mr. Hayhurst becomes completely disabled, he is eligible for disability benefits of \$10,000 per month up until age 65. Upon Mr. Hayhurst's death, his named beneficiary

(ies) will receive a benefit of \$543,000 from a company-paid life insurance policy.

- (5) Mr. Consagra's severance benefit for a CIC is equal to 3 times his base salary. Also, Mr. Consagra is entitled to receive his reasonable share of the Company's cash incentive award (up to 40% of his base salary) allocated in accordance with existing principles and authorized by the Board of Directors and to participate in health care, life insurance and disability perquisites for 36 months following a CIC. If Mr. Consagra becomes completely disabled, he is eligible for disability benefits of \$10,000 per month up until age 65. Upon Mr. Consagra's death, his named beneficiary (ies) will receive a benefit of \$625,000 from a company-paid life insurance policy.

(6)

Mr. J. Wilson's severance benefit for a CIC is equal to 3 times his base salary. Also, Mr. J. Wilson is entitled to receive his reasonable share of the Company's cash incentive award (up to 40% of his base salary) allocated in accordance with existing principles and authorized by the Board of Directors and to participate in health care, life insurance and disability perquisites for 36 months following a CIC. If Mr. J. Wilson becomes completely disabled, he is eligible for disability benefits of \$10,000 per month up until age 65. Upon Mr. J. Wilson's death, his named beneficiary (ies) will receive a benefit of \$516,000 from a company-paid life insurance policy.

- (7) On February 2, 2006, Mr. Carson notified United that he was resigning his positions as an Executive Vice President of United and as President of United Bank (VA).



His last date of  
employment was  
February 23, 2006.

**Grants of Plan-Based Awards**

There were not any payouts under non-equity incentive plans of the Company or any individual grants of options to purchase the Company's Common Stock made to the named executives in 2006.

**Table of Contents****Outstanding Equity Awards at December 31, 2006**

The following table sets forth certain information regarding the number and term of stock option awards for each of the named executives as of December 31, 2006.

Name	Option Awards					Stock Awards						
	Grant Date	Exercisable (#)	Unexercisable (#)	Options (#)	Price (\$)	Expiration Date	Unexercised Options (#)	Underlying Securities	Unexercised Options (#)	Underlying Securities	Market Value of Unearned Shares, Units or Other Rights That Have Not	Equity Incentive Plan Awards: Market Value of Unearned Shares, Units or Other Rights That Have Not
Richard M. Adams	11/14/97	28,000			\$22.0000	11/14/07						
	11/05/98	24,000			\$27.0000	11/05/08						
	11/04/99	24,000			\$25.6250	11/04/09						
	11/02/00	24,000			\$19.1875	11/02/10						
	11/01/01	30,000			\$27.1200	11/01/11						
	11/08/02	30,000			\$29.3700	11/08/12						
	11/06/03	30,000			\$30.2000	11/06/13						
	11/04/04	30,000			\$36.7100	11/04/14						
Steven E. Wilson	11/02/05	30,000			\$37.1900	11/03/15						
	11/14/97	14,000			\$22.0000	11/14/07						
	11/05/98	10,000			\$27.0000	11/05/08						
	11/04/99	12,000			\$25.6250	11/04/09						
	11/02/00	12,000			\$19.1875	11/02/10						
	11/01/01	14,400			\$27.1200	11/01/11						
	11/08/02	15,000			\$29.3700	11/08/12						
	11/06/03	15,000			\$30.2000	11/06/13						
James B. Hayhurst, Jr.	11/04/04	15,000			\$36.7100	11/04/14						
	11/02/05	15,000			\$37.1900	11/03/15						
	11/14/97	10,000			\$22.0000	11/14/07						
	11/05/98	7,000			\$27.0000	11/05/08						

Edgar Filing: UNITED BANKSHARES INC/WV - Form DEF 14A

11/04/99	7,500	\$25.6250	11/04/09
11/02/00	7,500	\$19.1875	11/02/10
11/01/01	9,000	\$27.1200	11/01/11
11/08/02	10,000	\$29.3700	11/08/12
11/06/03	10,000	\$30.2000	11/06/13
11/04/04	10,000	\$36.7100	11/04/14
11/02/05	10,000	\$37.1900	11/03/15

Table of Contents

Name	Grant Date	Option Awards				Stock Awards			
		Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Exercised Options	Price (\$)	Expiration Date	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not	Equity or Incentive Payout Awards: of Number	Market Value of Unearned Shares, Units or Other Rights That Have Not	Equity Incentive Plan Awards: Market Value of Unearned Shares, Units or Other Rights That Have Not
James J. Consagra, Jr.	11/04/99	6,000		\$25.6250	11/04/09				
	11/02/00	7,500		\$19.1875	11/02/10				
	11/01/01	9,000		\$27.1200	11/01/11				
	11/08/02	10,000		\$29.3700	11/08/12				
	11/06/03	10,000		\$30.2000	11/06/13				
	11/04/04	10,000		\$36.7100	11/04/14				
	11/02/05	10,000		\$37.1900	11/03/15				
Joe L. Wilson	11/05/98	7,450		\$27.0000	11/05/08				
	11/04/99	7,500		\$25.6250	11/04/09				
	11/02/00	7,500		\$19.1875	11/02/10				
	11/01/01	9,000		\$27.1200	11/01/11				
	11/08/02	10,000		\$29.3700	11/08/12				
	11/06/03	10,000		\$30.2000	11/06/13				
	11/04/04	10,000		\$36.7100	11/04/14				
	11/02/05	10,000		\$37.1900	11/03/15				

Kendal E. Carson (2)

Footnotes:

- (1) All options are vested as of December 31, 2006.

- (2) On February 2, 2006, Mr. Carson notified United that he was resigning his positions as an Executive Vice President of United and as President of United Bank (VA). His last date of employment was February 23, 2006.

**Table of Contents****Stock Option Exercises and Stock Vested During 2006**

The following table sets forth certain information regarding individual exercises of stock options and stock awards vested during 2006 by each of the named executive officers.

Name	Option Awards		Stock Awards	
	Number of Share Acquired on Exercise (#)	Value Realized on Exercise <sup>(1)</sup> (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Richard M. Adams	25,428	\$574,546		
Steven E. Wilson	12,056	\$269,994		
James B. Hayhurst, Jr.	9,400	\$219,161		
James B. Consagra, Jr.	17,000	\$434,180		
Joe L. Wilson	16,000	\$302,920		
Kendal E. Carson <sup>(2)</sup>	82,500	\$928,939		

**Footnotes:**

(1) Total value realized is the difference between the market price of the underlying securities at exercise and the exercise price of the options.

(2) On February 2, 2006, Mr. Carson notified United that he was resigning his positions as an Executive Vice President of United and as President of United Bank (VA). His last date of employment was February 23, 2006.

## COMPENSATION DISCUSSION AND ANALYSIS (CD&A)

### Overview of Compensation Program

United's Compensation Committee (the Committee), composed entirely of independent directors, administers United's executive compensation program consistent with the Company's Compensation philosophy. The Committee ensures that the total compensation paid to the named executive officers is fair, reasonable and competitive.

Periodically, the Committee retains the services of nationally recognized compensation consulting firms to perform a review of the Company's compensation program for all executive officers. In late 2004, the Committee retained Aon Consulting, Inc. (Aon) to conduct an evaluation of the Company's executive compensation program. In its report issued in early 2005, Aon concluded that compared to peer group compensation, the named executive officers are within a competitive range for base salary, bonus (measured over a three year period) and total cash compensation. Long-term incentives (measured over a three year period) are within the competitive peer group range. In January 2006, the Committee retained Towers Perrin to provide data and recommendations related to the design of a new Stock Option program. The Committee recommended and the Company's stockholders approved The United Bankshares, Inc. 2006 Stock Option Plan at the Annual Meeting on May 15, 2006.

As discussed more fully below, the Committee takes into account the compensation consultants' competitive data, business considerations and recommendations in determining the compensation of the named executive officers, but it does not rely solely on these factors or the consultant in reaching its decisions.

**Table of Contents**

**Role of Executive Officers in Compensation Decisions**

The Committee makes all compensation recommendations for the named executive officers and approves equity awards to officers of the Company. In 2006, the Chairman of the Company's Compensation Committee and the Company's Chief Executive Officer met prior to the November Compensation Committee Meeting to review the performance of the named executive officers, and the CEO's recommendations as to the compensation of each named executive officer. The conclusions reached and recommendations based on these reviews, including salary adjustments and annual award amounts are presented to the Committee. The Committee may exercise its discretion in modifying any recommended adjustments to the compensation of the named executive officers. The Committee annually reviews Mr. Adams' performance and reaches a recommendation as to Mr. Adams' compensation. All compensation recommendations of the Committee are presented to the independent members of the Company's Board of Directors for approval.

**Overview of Compensation Philosophy**

The Company's executive compensation program is designed to:

retain executive officers by paying them competitively, motivate them to contribute to the Company's success, and reward them for their performance;

link a substantial part of each executive officer's compensation to the performance of both the Company and the individual executive officer; and

encourage ownership of Company common stock by executive officers.

The Company's fundamental philosophy is to link closely executive compensation with the achievement of annual financial and non-financial performance goals. It is the Committee's practice to provide a balanced mix of cash, equity-based compensation and other non-cash compensation that the Committee believes promotes the best interests of the Company's executives and the Company's shareholders.

The Committee does not rely solely on predetermined formula, specific benchmarks, or a limited set of criteria when it evaluates the performance of the named executive officers. Instead, the Committee considers:

Increase in earnings per share (both reported and core)

Earnings quality (considering asset quality and interest rate risk)

Performance of the Company's stock, primarily as it relates to long-term increase in shareholder value.

Dividend payout history.

Franchise value to the investment community and potential acquiring companies and companies acquired by the Company.

Peer Group data related to executive compensation to determine whether the Company's compensation is generally in line with the Peer Group.

Reports from consultants hired on a periodic basis to evaluate our Executive Compensation Program as compared to our competitors.



**Table of Contents**

Recommendation of the CEO related to the named executive officers' compensation package and performance level.

The Company's peer group consists of banking companies operating in the United States in the same lines of business as United (the Peer Group). These companies represent diversified markets and fall within a market capitalization range of \$1.0 Billion to \$3.0 Billion. The Peer Group may change from year to year as a result of consolidation in the industry and a change in the overall financial performance or asset size of a member of the Peer Group as compared to the Company. The Committee also considers information gathered from documents filed with the Securities Exchange Commission and publicly available executive compensation surveys. The Committee also reviews tally sheets which provide an overview of total compensation for each named executive officer. The tally sheets include the value of each component of compensation including base salary, annual incentive bonus, stock option awards, change in pension benefit value, change in non-qualified deferred compensation earnings and other compensation. The Committee reviews these individual tally sheets on an annual basis.

*2006 Executive Compensation Components*

For the fiscal year ended December 31, 2006, the principal components of compensation for named executive officers were:

salary;

annual incentive compensation;

long-term incentive compensation; and

retirement and other benefits.

*Salaries*

The first element of the executive compensation program is salaries. Salaries of the named executive officers are reviewed on an annual basis. In recent years, the Board and the Committee have been directing a shift in the mix of the Company's executive compensation toward incentive compensation. This strategy is intended to increase the performance orientation of the Company's executive compensation, and the Board intends to continue this emphasis in 2007. In setting the base salary for the Chief Executive Officer, and in reviewing and approving the salaries for the other named executive officers, the Committee first reviews the history of and the proposals for the compensation for each individual, including cash and equity-based components. In setting salaries, the Committee does not use a predetermined formula. Instead, the salaries of the Chief Executive Officer and the other executive officers are based on:

consideration of salaries paid by the Peer Group to executive officers holding equivalent positions available in filings with the Securities Exchange Commission, other published survey data, and the range of salaries for executive officers with similar positions in other financial companies not in its specific Peer Group.

consideration of the aggregate amount of all components of compensation paid to the Chief Executive Officer and other named executive officers.

a review of the Chief Executive Officer's evaluation of each named executive officer's individual job performance, and the Committee's evaluation of the Chief Executive Officer's job performance;

an assessment of the Company's performance, based on several factors including: increase in earnings per share, both reported and core; earnings quality (considering asset quality and interest rate risk); trend in the Company's stock price, primarily as it relates to long-term increase in shareholder value; and dividend payout history. The Committee also considers the Company's franchise value based on

**Table of Contents**

the Company's analyst reports available in the investment community, and the Company's attractiveness both to potential acquiring companies and to acquisition candidates.

individual named executive officer qualities including leadership capabilities, level of responsibility within the organization, experience in the position, adherence to the Company's core values, asset quality, risk management, merger and acquisition activity, results of banking examinations and performance within the executive's business unit.

Based on the competitive salary data described above, the Company establishes a midpoint for a salary range which is used as a guideline to determine the executive officer's base salary for the following year. Generally, the Committee seeks to maintain the named executive officers salary within a range that is no less than 20% below the midpoint and no more than 20% above. Based on the compensation information reviewed and taking into consideration our compensation principles, the Company decided to defer the decision on increases to base salaries for the named executive officers until July, 2007. The Company based its decision on the uncertain earnings outlook for 2007 and the potential need to reduce expenses in the next fiscal year. The Committee raised Mr. Adams' salary midpoint to \$650,000 in 2007 because the Peer Group data indicated that Mr. Adams' midpoint was less than the Peer Group average.

*Annual Bonus Compensation*

The second element of the executive compensation program is annual bonus compensation. The purpose of the Company's annual bonus compensation is to motivate and reward executives for their contributions to the Company's performance by making a large portion of their cash compensation variable and dependent upon the Company's performance. The Committee annually adopts a plan for cash incentive awards. In determining the potential maximum annual bonus compensation to which an executive officer may be entitled, the Company uses a percentage of the base salary as a guideline to determine maximum annual bonus compensation. This percentage is reviewed and established by the Committee each year. For 2006, all incentive bonuses awarded were based primarily on the achievement of earnings goals, accomplishment of goals assigned to each executive officer, the executive officer's annual performance review conducted by the CEO, and individual executive officer qualities including leadership capabilities, level of responsibility within the organization, experience in the position, values, and performance within his/her business unit. Generally, the better the Company's performance, the greater the annual bonus compensation awarded to the executive officer within the determined target range.

For 2006, the maximum potential annual bonus compensation as a percentage of base salary for the named executive officers were as follows: Mr. Adams - 75%; Mr. Wilson - 55%; Mr. Consagra - 40%; Mr. Hayhurst - 40%; and Mr. Joe Wilson - 40%. The actual percentage of base salary awarded in the form of an annual bonus was as follows: Mr. Adams - 45%; Mr. Steve Wilson - 35.7%; Mr. Consagra - 28%; Mr. Hayhurst - 26%; and Mr. Joe Wilson - 20%. In 2007, each of the named executive officers received the following annual incentive compensation payments: determined by peer group numbers.

Name/Position	2006 Cash Bonus
Richard Adams Chief Executive Officer	\$292,500
Steven E. Wilson Executive Vice President, Chief Financial Officer, Secretary and Treasurer	\$ 91,980

**Table of Contents**

Name/Position	2006 Cash Bonus
James J. Consagra, Jr. Executive Vice President	\$70,000
James B. Hayhurst, Jr. Executive Vice President	\$56,510
Joe L. Wilson Executive Vice President	\$41,300

The amount of the bonus payment was less than the full amount for which the named executive was eligible in 2006. The Company based the bonus payments for named executive officers on the factors described above. The Company's decision to award less than the full bonus amounts was primarily based on the less than expected earnings per share performance of the Company in 2006.

*Long-Term Incentive Compensation*

The third element of the executive compensation program is long-term incentive compensation. The main component of the long-term incentive compensation program is the 2006 Stock Option Plan. At our 2006 Annual Meeting of Shareholders, the shareholders approved the 2006 Stock Option Plan. The purpose of the 2006 Stock Option Plan is to reward and retain officers in a manner that best aligns officers' interests with stockholders' interests. Under this plan, the Company may award options for up to 1,500,000 shares of the Company's common stock over the 5-year term of the plan to qualified officers of the Company and its subsidiaries. Prior to 2007, each option granted under the Plan had an exercise price of no less than the fair market value based on the opening stock price of the Company's common stock as of the date of grant. In 2007, any options granted by the Company will have an exercise price equal to the fair market value of the Company's stock based on the closing stock price of Company's common stock as of the date of grant. The Company has never granted an option priced on a date other than the grant date. These stock options will have value only if the market price of the common stock increases after the grant date. Options granted under the plan vest according to a schedule designated at the grant date.

Annual stock option grants for executive officers are a key element of market-competitive total compensation. The Committee approves annual stock option grants for the executive officers based on various factors including the size of prior grants, level of responsibility within the organization, contributions made to the success of the organization over the past year, a review of available published data on Senior Management Compensation and information contained in the AON Consulting Executive Compensation study.

Based on the compensation information reviewed, and taking into consideration our compensation philosophy, the Company decided to defer its decision on the award of stock options to the named executive officers until July 2007. The Company based its decision primarily on the uncertain earnings outlook for 2007 and the potential need to reduce expenses in the next fiscal year.

*Perquisites and Other Personal Benefits.*

Generally, the Company provides modest perquisites or personal benefits, and only with respect to benefits or services that are designed to assist a named executive officer in being productive and focused on his or her duties, and which management and the Committee believe are reasonable and consistent with the Company's overall compensation program. Management and the Committee periodically review the levels of perquisites or personal benefits provided to named executive officers.

**Table of Contents***Retirement and Other Benefits*

All United Bankshares, Inc. employees who meet the minimum age requirement and work at least 1,000 hours per year participate in the UBSI Defined Benefit Pension plan. The plan benefit is based on years of service and average salary. Maximum salary levels are set each year based on Internal Revenue Service regulations, and are generally less than the average salary of the named executive officers. These maximum levels limit the qualified pension benefit payout available to named executive officers percentage of current base pay.

To provide the funding for the shortfall in qualified pension plan benefit, United provides Supplemental Executive Retirement Plan agreements to the named executive officers. Accordingly, to the extent the named executive officer's annual retirement income exceeds the limitations imposed by the Internal Revenue Service, the excess benefits may be paid from the Company's Supplemental Executive Retirement Plan. The Company believes the Supplemental Executive Retirement Plan agreements are generally provided to executives in the banking industry and the Company considers them a necessary element of a competitive compensation package.

*Employment Agreements*

None of the named executive officers other than the Company's Chief Executive Officer, Mr. Adams, has an employment agreement with the Company. See the description of Mr. Adams' Employment Agreement under the heading *Employment Contracts of Named Executive Officers* on page 17.

In deciding to enter into an Employment Agreement with Mr. Adams and in deciding to extend the term of Mr. Adams' Employment Agreement, the Company considered the following factors: the Company's consistent success in attaining its performance goals, Mr. Adams' significant contribution to the Company's financial performance, and Mr. Adams' strong leadership skills. The Company also considered Mr. Adams' 37 years of service to the Company, and the growth of the Company from a single office \$100 million bank to a \$6.6 billion regional bank holding company during Mr. Adams' 30-year tenure as Chief Executive Officer creating substantial long-term returns to the Company's shareholders.

*Termination and Change of Control*

The Company has entered into change of control agreements with the named executive officers. The Change in Control Agreements are designed to promote stability and continuity of senior management. Information regarding applicable payments under such agreements for the named executive officers is provided under the heading *Potential Payments upon Termination or Change of Control* on page 22.

*Non-Qualified Deferred Compensation*

The named executive officers, in addition to certain other executives, are entitled to participate in the Company's Non-Qualified Retirement and Savings Plan. Under the Non-Qualified Retirement and Savings Plan, eligible employees can defer up to 100% of earnings in excess of the limits prescribed by the service. The Company does not match or supplement executive contributions to this plan. The Non-Qualified Retirement and Savings Plan is discussed in further detail under the heading *Non-Qualified Deferred Compensation* on page 21.

*Other Compensation*

The Company provides other benefits to Executive Officers as well as all full-time employees. These benefits include the opportunity to participate in a Qualified Savings and Stock Investment 401K plan, medical and dental insurance plans, company paid group life and long-term disability plans, and paid time off.

**Table of Contents**

**Tax and Accounting Implications**

*Deductibility of Executive Compensation*

As part of its role, the Committee reviews and considers the deductibility of executive compensation under Section 162(m) of the Internal Revenue Code, which provides that the Company may not deduct compensation of more than \$1,000,000 that is paid to certain individuals. The Company believes that compensation paid under the management incentive plans is generally fully deductible for federal income tax purposes. However, in certain situations, the Committee may approve compensation that will not meet these requirements in order to ensure competitive levels of total compensation for its executive officers.

*Non-Qualified Deferred Compensation*

On October 22, 2004, the American Jobs Creation Act of 2004 was signed into law, changing the tax rules applicable to nonqualified deferred compensation arrangements. While the final regulations have not become effective yet, the Company believes it is operating in good faith compliance with the statutory provisions which were effective January 1, 2005. A more detailed discussion of the Company's nonqualified deferred compensation arrangements is provided on page 21 under the heading Non-Qualified Deferred Compensation.

*Accounting for Stock-Based Compensation*

Beginning on January 1, 2006, the Company began accounting for stock-based payments including its Stock Option Program, Long-Term Stock Grant Program, Restricted Stock Program and Stock Award Program in accordance with the requirements of FASB Statement 123(R).

**REPORT OF THE COMPENSATION COMMITTEE  
ON EXECUTIVE COMPENSATION**

**Compensation Committee Report**

*The following Compensation Committee Report shall not be deemed soliciting material or to be filed with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that United specifically incorporates it by reference into such filing.*

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

**Compensation Committee**

W. Gaston Caperton,  
III  
Russell L. Isaacs,  
Chairman  
P. Clinton Winter, Jr.

John M. McMahan  
G. Ogden Nutting

**Compensation Committee Interlocks and Insider Participation**

The Compensation Committee consists of the following members: Russell L. Isaacs, W. Gaston Caperton, III, John M. McMahan, P. Clinton Winter, Jr., and G. Ogden Nutting. No member of the Compensation Committee was a member or officer of the Company or any of its subsidiaries during 2006 or was formerly an officer of the

**Table of Contents**

Company or any of its subsidiaries. No executive officer of the Company has served as a member of the Compensation Committee or as a director of any other entity whose executive officers have served on the Compensation Committee of the Company or has served as a director of the Company. In addition, no member of the Compensation Committee has had any relationship with the Company requiring disclosure under Item 404 of Regulation S-K under the Exchange Act.

**PROPOSAL 2: RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Subject to ratification by United's shareholders, United's Audit Committee has selected Ernst & Young LLP (Ernst & Young), Charleston, West Virginia as the independent registered public accounting firm for United to audit the consolidated financial statements of United and its subsidiaries for the fiscal year ending December 31, 2007. Ernst & Young has audited the financial statements of United and its subsidiaries since 1986.

Representatives of Ernst & Young will be present at the Annual Meeting and will have an opportunity to make a statement if they desire to do so. Such representatives of the firm will be available to respond to appropriate shareholder inquiries at the Annual Meeting.

The affirmative vote of a majority of votes cast on this proposal is required for the approval of this proposal. In determining whether the proposal has received the requisite number of affirmative votes, abstentions and broker non-votes will be disregarded and will have no effect on the outcome of the vote.

Shareholder ratification of the selection of Ernst & Young as our independent registered public accounting firm is not required by our Bylaws or otherwise. However, the Board of Directors is submitting the selection of Ernst & Young to the shareholders for ratification as a matter of good corporate practice. If the shareholders fail to ratify the selection, the Audit Committee will terminate Ernst & Young as the Company's independent registered public accounting firm and direct the appointment of a different firm. Even if the selection is ratified, the Audit Committee and the Board of Directors in their discretion may direct the appointment of different independent auditors at any time during the year if they determine that such a change would be in the best interests of the Company and its shareholders.

**The Audit Committee and the Board of Directors recommends a vote FOR the ratification of Ernst & Young as the independent registered accounting firm for United.**

**AUDIT COMMITTEE AND INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**Audit Committee Report**

The United Bankshares, Inc. Audit Committee reviews United's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process including the systems of internal control. United's independent registered public accounting firm is responsible for expressing an opinion on the conformity of the audited financial statements with accounting principles generally accepted in the United States and on the effectiveness of internal control over financial reporting. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed with management and the independent registered public accounting firm the 2006 audited financial statements. This discussion included the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements.

**Table of Contents**

The Audit Committee discussed with the independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61, as Amended by Statement on Auditing Standards, No. 90, Communications with Audit Committees. In addition, the Audit Committee received from the independent registered public accounting firm the written disclosures and the letter required by Independence Standards Board No. 1 (Independence Discussions with Audit Committees) and discussed with them their independence from the Company and its management. The Audit Committee determined that the nonaudit services provided to the Company by the independent registered public accounting firm are compatible with the auditors' independence.

In reliance on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board of Directors approved, that the audited financial statements and management's report on the effectiveness of internal control over financial reporting be included in United's Annual Report on Form 10-K for the year ended December 31, 2006, for filing with the Securities and Exchange Commission.

No member of the Audit Committee is a former or current officer or employee of United.

**Audit Committee**

Robert G. Astorg,  
Chairman  
P. Clinton Winter, Jr.

Mary K. Weddle  
  
Russell L. Isaacs

**Pre-Approval Policies and Procedures**

The Audit Committee has adopted a policy that requires advance approval of all audit, audit-related, tax services and other services performed by the independent registered public accounting firm. The policy provides for pre-approval by the Audit Committee of specifically defined audit and non-audit services. Unless the specific service has been previously pre-approved with respect to that year, the Audit Committee must approve the permitted service before the independent auditor is engaged to perform it. The Audit Committee has delegated to the Chair of the Audit Committee authority to pre-approve permitted services provided that the Chair reports any decisions to the Committee at its next scheduled meeting. During 2006 and 2005, all services related to the audit, audit-related and tax fees described below provided by Ernst & Young LLP were pre-approved by the Audit Committee.

**Independent Registered Public Accounting Firm Fees Information**

**Audit Fees.** Fees for audit services were \$666,017 in 2006 and \$654,675 in 2005, including fees associated with the annual audit, the reviews of United's quarterly reports on Form 10-Q and annual report on Form 10-K, and required statutory audits as well as the audit of management's assertion on the effectiveness of internal control over financial reporting.

**Audit-Related Fees.** Fees for audit-related services were \$95,890 in 2006 and \$86,970 in 2005. Audit-related services principally include audits of certain subsidiaries, employee benefit plans, and other attest services not classified as audit.

**Tax Fees.** Fees for tax services, including tax compliance, tax advice and tax planning were \$77,605 in 2006 and \$149,782 in 2005.

**Table of Contents**

**REQUIREMENTS, INCLUDING DEADLINES, FOR SUBMISSION OF PROXY PROPOSALS,  
NOMINATIONS OF DIRECTORS, AND OTHER BUSINESS OF SHAREHOLDERS**

**Nomination of Directors**

Nominations may be made only if such nominations are made in accordance with the procedures set forth in Article II, Section 5 of the Restated Bylaws of United, which section, in full, is set forth below:  
Section 5. Nomination of directors. Directors shall be nominated by the Board prior to the giving of notice of any meeting of shareholders wherein directors are to be elected. Additional nominations of directors may be made by any shareholder; provided that such nomination or nominations must be made in writing, signed by the shareholder and received by the Chairman or President no later than ten (10) days from the date the notice of the meeting of shareholders was mailed; however, in the event that notice is mailed less than thirteen (13) days prior to the meeting, such nomination or nominations must be received no later than three (3) days prior to any meeting of the shareholders wherein directors are to be elected.

**Stock Transfers**

United Bankshares, Inc. common stock is listed on the NASDAQ Global Select Market . The quotation symbol is UBSI .

**Shareholder Proposals for 2008 Annual Meeting**

Presently, the next annual meeting of United shareholders is scheduled for May 19, 2008. Any shareholder proposals to be presented at the 2008 Annual Meeting must be received at the principal office of United no later than December 15, 2007. If the scheduled date for the 2008 Annual Meeting is changed by more than thirty (30) days, shareholders will be informed of the new meeting date and the revised date by which shareholder proposals must be received.

**Shareholder Account Maintenance**

Mellon Investor Services LLC acts as our Transfer Agent. All communications concerning accounts of shareholders of record, including address changes, name changes, inquiries as to requirements to transfer common shares and similar issues can be handled by contacting the Shareholder Relations Department, (304) 424-8800, or by writing to us at the corporate offices located at United Square, Fifth and Avery Streets, Parkersburg, West Virginia 26101.

**Shareholder Communications**

Shareholders of United may communicate with the Board of Directors, including non-management directors, by sending a letter to UBSI Board of Directors, c/o Steven Wilson, Corporate Secretary, 514 Market Street, Parkersburg, WV 26101. Communications sent by qualified shareholders for proper, non-commercial purposes will be transmitted to the Board of Directors or appropriate committee as soon as practicable.



**Table of Contents**

**FORM 10-K**

**The Company will furnish without charge to each person whose proxy is being solicited, upon the request of any such person, a copy of the Company's annual report on Form 10-K for 2006. Requests for copies of such report should be directed to Shareholder Relations, United Bankshares, Inc., P. O. Box 1508, Parkersburg, West Virginia 26102.**

Whether or not you plan to attend the Meeting, please mark, sign, date and promptly return the enclosed proxy in the enclosed envelope. No postage is required for mailing in the United States.

By Order of the Board of Directors

Richard M. Adams  
Chairman of the Board and  
Chief Executive Officer  
April 12, 2007

---

**Table of Contents**

**The Board of Directors recommends a vote FOR the following fifteen nominees:**

Please  Mark Here for Address Change or Comments  
**SEE REVERSE SIDE**

**1. Election of Directors.**

- |                                                                   |                                                           |                             |                            |
|-------------------------------------------------------------------|-----------------------------------------------------------|-----------------------------|----------------------------|
|                                                                   | 01. Richard M. Adams                                      | 06. Theodore J. Georgelas   | 11. G. Ogden Nutting       |
|                                                                   | 02. Robert G. Astorg                                      | 07. F. T. Graff, Jr.        | 12. William C. Pitt, III   |
| <b>FOR</b> all nominees listed (except as marked to the contrary) | <b>WITHHOLD AUTHORITY</b> to vote for all nominees listed | 03. Thomas J. Blair, III    | 08. Russell L. Isaacs      |
| <input type="radio"/>                                             | <input type="radio"/>                                     | 04. W. Gaston Caperton, III | 09. John M. McMahon        |
|                                                                   |                                                           | 05. Lawrence K. Doll        | 10. J. Paul McNamara       |
|                                                                   |                                                           |                             | 13. I. N. Smith, Jr.       |
|                                                                   |                                                           |                             | 14. Mary K. Weddle         |
|                                                                   |                                                           |                             | 15. P. Clinton Winter, Jr. |

**If you wish to withhold your vote for any of the above nominees, so indicate by striking the name of the nominee.**

- |                                                                                                                      |                       |                       |                       |                                                                                 |                       |                       |                       |
|----------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|-----------------------|---------------------------------------------------------------------------------|-----------------------|-----------------------|-----------------------|
|                                                                                                                      | FOR                   | AGAINST               | ABSTAIN               |                                                                                 | FOR                   | AGAINST               | ABSTAIN               |
| <b>2. Ratification of the appointment of Ernst &amp; Young LLP as the Company auditors for the Fiscal Year 2007.</b> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <b>3. To transact other business that may properly come before the meeting.</b> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR PROPOSALS 1, 2, AND 3.**

Dated: \_\_\_\_\_, 2007

(Signature or Signatures)

**PLEASE MARK INSIDE BOXES SO THAT DATA PROCESSING EQUIPMENT WILL RECORD YOUR VOTES**

**PLEASE SIGN, DATE AND PROMPTLY RETURN THIS PROXY IN THE ENCLOSED ENVELOPE.**

**5 FOLD AND DETACH HERE 5**

**WE ENCOURAGE YOU TO TAKE ADVANTAGE OF INTERNET OR TELEPHONE VOTING, BOTH ARE AVAILABLE 24 HOURS A DAY, 7 DAYS A WEEK.**

**Internet and telephone voting is available through 11:59 PM Eastern Time the day prior to annual meeting day.**

**Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.**

**INTERNET**

**<http://www.proxyvoting.com/ubsi>**

If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card.

To vote by mail, mark, sign and date your proxy card and return it in the enclosed postage-paid envelope.

Choose **MLink<sup>SM</sup>** for fast, easy and secure 24/7 online access to your future proxy materials, investment plan statements, tax documents and more. Simply log on to **Investor ServiceDirect<sup>®</sup>** at [www.melloninvestor.com/isd](http://www.melloninvestor.com/isd) where step-by-step instructions will prompt you through enrollment.

**You can view the Annual Report and Proxy Statement on the Internet at [www.ubsi-wv.com](http://www.ubsi-wv.com).**

**TELEPHONE**

**1-866-540-5760**

**PRINT AUTHORIZATION**

**To commence printing on this proxy card please sign, date and fax this card to: 732-802-0260**

**SIGNATURE: \_\_\_\_\_ DATE: \_\_\_\_\_**

**o Mark this box if you would like the Proxy Card EDGARized: o ASCII o EDGAR II (HTML)**

**(THIS BOXED AREA DOES NOT PRINT)**

**Registered Quantity 1000.00**

---

**Table of Contents**

**UNITED BANKSHARES, INC.  
PROXY FOR 2007 ANNUAL SHAREHOLDERS MEETING**

Know all men by these presents that the undersigned shareholder(s) of United Bankshares, Inc., Charleston, West Virginia does hereby nominate, constitute and appoint James J. Consagra, Jr. and Steven E. Wilson or either one of them, with full power to act alone as the true and lawful attorneys for the undersigned with full power of substitution for and in the name, place and stead of the undersigned to vote all the common stock of United Bankshares, Inc., standing in the undersigned's name on its books on April 2, 2007, at the 2007 Annual Meeting of Shareholders to be held at The Blennerhassett Hotel, 320 Market Street, Parkersburg, West Virginia, on May 21, 2007 at 4:00 p.m., local time or any adjournments thereof, with all the powers the undersigned would possess if personally present as follows:

The undersigned acknowledges receipt of the Notice and Proxy Statement dated April 12, 2007, and hereby revokes all proxies previously given by the undersigned for said meeting.

**This proxy confers authority to vote FOR the propositions listed below unless otherwise indicated. The Board of Directors recommends a vote FOR the proposals below. If any matter shall properly come before the meeting, or any adjournments thereof, this proxy will be voted on such matters in accordance with the judgment of the above proxies, based upon the conditions then prevailing and any recommendation of the Board of Directors.**

Unless a different allocation is indicated, the proxies will vote your total cumulative vote ratably for the directors for whom you are voting unless directed otherwise by the Board of Directors of United Bankshares, Inc.

**This proxy is solicited on behalf of the Board of Directors of United Bankshares, Inc. and may be revoked prior to its exercise.**

**Continued, and to be marked, dated and signed, on the other side. All joint owners must sign.**

When signing as attorney, executor, administrator, trustee or guardian, please give full title. If more than one trustee, all should sign.

**Address Change/Comments (Mark the corresponding box on the reverse side)**

**5 FOLD AND DETACH HERE 5  
Annual Meeting of  
United Bankshares, Inc.**

**Monday, May 21, 2007 at 4:00 p.m.**

**The Blennerhassett Hotel**

**320 Market Street**

**Parkersburg, WV**

*You can now access your*

**UNITED BANKSHARES, INC. account online.**

Access your United Bankshares, Inc. shareholder account online via Investor ServiceDirect® (ISD).

Mellon Investor Services LLC, Transfer Agent for United Bankshares, Inc., now makes it easy and convenient to get current information on your shareholder account.

View account status

View certificate history

View book-entry information

View payment history for dividends

Make address changes

Obtain a duplicate 1099 tax form

Establish/change your PIN

*Visit us on the web at <http://www.melloninvestor.com>*

*For Technical Assistance Call 1-877-978-7778 between 9am-7pm*

*Monday-Friday Eastern Time*

*Investor ServiceDirect® is a registered trademark of Mellon Investor Services LLC*