

PREMIER FINANCIAL BANCORP INC
 Form 4
 February 10, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KLINGENSMITH DENNIS J

2. Issuer Name and Ticker or Trading Symbol
PREMIER FINANCIAL BANCORP INC [PFBI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Senior Vice President

(Last) (First) (Middle)
C/O PREMIER FINANCIAL BANCORP, INC., 2883 5TH AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2014

HUNTINGTON, WV 25702
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
PFBI Common Stock	02/10/2014		M	A	\$ 5,334 6.95	5,834	D
PFBI Common Stock	02/10/2014		M	A	\$ 2,667 7.47	8,501	D
PFBI Common Stock					2,258.092 ⁽⁹⁾	I	By 401(k) Plan

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 11.39					(1) 03/20/2023	PFBI Common	3,000
Employee Stock Option (Right to Buy)	\$ 7.47	02/10/2014		M	2,667	(2) 03/21/2022	PFBI Common	2,667
Employee Stock Option (Right to Buy) (PFBI Common)	\$ 6.95	02/10/2014		M	5,334	(3) 03/16/2021	PFBI Common	5,334
Employee Stock Option (Right to Buy) (PFBI Common)	\$ 8.9					(4) 03/17/2020	PFBI Common	2,000
Employee Stock Option	\$ 12.92					(5) 02/20/2018	PFBI Common	3,000

(Right to Buy)					
Employee Stock Option (Right to Buy)	\$ 14.22	(6)	01/17/2017	PFBI Common	3,000
Employee Stock Option (Right to Buy)	\$ 16	(7)	02/15/2016	PFBI Common	3,000
Employee Stock Option (Right to Buy)	\$ 11.62	(8)	01/19/2015	PFBI Common	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLINGENSMITH DENNIS J C/O PREMIER FINANCIAL BANCORP, INC. 2883 5TH AVENUE HUNTINGTON, WV 25702			Senior Vice President	

Signatures

/s/ Dennis J. Klingensmith 02/10/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Options vest in three equal annual installments beginning on 03/20/2014.
- (2) Options vest in three equal annual installments beginning on 03/21/2013.
- (3) Options vest in three equal annual installments beginning on 03/16/2012.
- (4) Options vested over three-year period from 03/17/2010 grant date and were fully vested on 03/17/2013.
- (5) Options vested over three-year period from 02/20/2008 grant date and were fully vested on 02/20/2011.
- (6) Options vested over three-year period from 01/17/2007 grant date and were fully vested on 01/17/2010.
- (7) Options vested over three-year period from 02/15/2006 grant date and were fully vested on 02/15/2009.
- (8) Options vested over three-year period from 01/19/2005 grant date and were fully vested on 01/19/2008.

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- (9) Based upon a plan statement dated December 31, 2007, the reporting person owned 2,258.092 shares of PFBI Common Stock under the PFBI 401(k) plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.