

STAFFORD WILLIAM P
Form 5/A
February 13, 2013

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
STAFFORD WILLIAM P

2. Issuer Name and Ticker or Trading Symbol
FIRST COMMUNITY
BANCSHARES INC /NV/ [FCBC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

P. O. BOX 989

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/11/2013

6. Individual or Joint/Group Reporting

(check applicable line)

BLUEFIELD, VA 24605

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
COMMON STOCK	12/27/2012	^	G	38,620 D \$ 0 300		D	^
COMMON STOCK	12/27/2012	^	G	162,632 D \$ 0 0		D ⁽¹⁾	^
COMMON STOCK	12/27/2012	^	G	1,901 D \$ 0 0		I	Wife
COMMON STOCK	12/27/2012	^	G	203,153 A \$ 0 247,058		I	By Stafford

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

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(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 Underlying (Instr. 3)
SERIES A NONCUMULATIVE CONVERTIBLE PREFERRED STOCK	Â	Â	Â	Â	Â Â	05/20/2011 Â ⁽²⁾	COM STOC
SERIES A NONCUMULATIVE CONVERTIBLE PREFERRED STOCK	Â	Â	Â	Â	Â Â	05/20/2011 Â ⁽²⁾	COM STOC
STOCK OPTION	\$ 12.07	Â	Â	Â	Â Â	12/19/2011 12/19/2021 ⁽³⁾	COM STOC

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAFFORD WILLIAM P P. O. BOX 989 BLUEFIELD, VA 24605	Â X	Â	Â	Â

Signatures

William P. Stafford by: Robert L. Schumacher (His Attorney-in-Fact)

02/13/2013

__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) Owned jointly with spouse.

(2) Each share of preferred stock is convertible into 69 shares of common stock at any time at the option of the holder. If not converted sooner, the preferred stock is mandatorily convertible on May 20, 2016 and has no expiration date.

(3) The options are subject to cliff vesting three years from the date of grant or at the retirement of the director, whichever comes first.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.