

Village Bank & Trust Financial Corp.  
 Form 4  
 February 15, 2006

**FORM 4** 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).

**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 \*  
 Patrick Dean

2. Issuer Name and Ticker or Trading Symbol  
 Village Bank & Trust Financial Corp. [VBFC]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 PO BOX 330  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/10/2006

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

MIDLOTHIAN, VA 23113  
 (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	
Common Stock					9,490	D	
Common Stock					100	I	Parents
Common Stock					200	I	Children
Common Stock					6,000	I	SERP IRA

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 (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
					V	(A)	(D)	Date Exercisable	Expiration Date	Title		
Warrants	\$ 10.2	02/10/2006		S		2,000			02/28/2002	09/27/2007	Common Stock	2,000
Warrants	\$ 10.2	02/13/2006		S		2,000			09/28/2002	09/27/2007	Common Stock	2,000
Warrants	\$ 10.2	02/14/2006		S		1,000			09/28/2002	09/27/2007	Common Stock	1,000
Stock Option NQSO 11	\$ 8.5								09/18/2001	09/18/2002	Common Stock	7,500
Stock Option NQSO 12A	\$ 8.5								09/18/2002	09/18/2011	Common Stock	2,000
Stock Option NQSO 12B	\$ 8.5								09/18/2003	09/18/2011	Common Stock	2,000
Stock Option NQSO 12C	\$ 8.5								09/18/2004	09/18/2011	Common Stock	2,000
Stock Option NQSO 22	\$ 7.68								04/18/2003	04/18/2013	Common Stock	1,000
Stock Option	\$ 11.96								04/26/2005	04/26/2015	Common Stock	1,611

NQSO 31

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Patrick Dean PO BOX 330 MIDLOTHIAN, VA 23113	X			

## Signatures

/s/ Thomas W.  
Winfree, POA

02/15/2006

\_\_Signature of Reporting Person                      Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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