

Village Bank & Trust Financial Corp.

Form 4

July 14, 2006

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

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

OMB APPROVAL

OMB
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(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)

3. Date of Earliest Transaction
(Month/Day/Year)
06/12/2006

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

PO BOX 330

(Street)

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

MIDLOTHIAN, VA 23113

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/12/2006		X		13,300	A	\$ 10.2	15,690	D
Common Stock	06/13/2006		X		6,000	A	\$ 10.2	15,100	I
Common Stock								100	I
Common Stock								200	I
									SEP IRA
									Parents
									Children

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 and Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Warrants (right to buy)	\$ 10.2	06/12/2006		X	13,300	09/28/2002 09/27/2007	Common Stock
Warrants (right to buy)	\$ 10.2	06/13/2006		X	6,000	09/28/2002 09/27/2008	Common Stock
Organizational Warrants	\$ 10					08/08/1988 ⁽¹⁾ 04/30/2008	Common Stock
Stock Option NQSO11	\$ 8.5					09/18/2001 09/18/2011	Common Stock
Stock Option NQSO12A	\$ 8.5					09/18/2002 09/18/2011	Common Stock
Stock Option NQSO12B	\$ 8.5					09/18/2003 09/18/2011	Common Stock
Stock Option NQSO12C	\$ 8.5					09/18/2004 09/18/2011	Common Stock
Stock Option NQSO22	\$ 7.68					04/18/2003 04/18/2013	Common Stock
Stock Option NQSO31	\$ 11.96					04/26/2005 04/26/2015	Common Stock

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

07/14/2006

__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).
- (1) These warrants are exercisable immediately.

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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