

STAFFORD WILLIAM P  
Form 5  
February 11, 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)

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                           | Â  | G                              | 38,920 D \$ 0 0   |  | D  | Â   |
| COMMON STOCK                    | 12/27/2012                           | Â  | G                              | 162,632 D \$ 0 0 (1)  |  | D  | Â   |
| COMMON STOCK                    | 12/27/2012                           | Â  | G                              | 1,901 D \$ 0 0  |  | I  | Wife  |
| COMMON STOCK                    | 12/27/2012                           | Â  | G                              | 203,453 A \$ 0 247,358  |  | 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<br>NONCUMULATIVE<br>CONVERTIBLE<br>PREFERRED<br>STOCK | Â  | Â                                    | Â  | Â                              | Â Â   | 05/20/2011 Â <sup>(2)</sup>                              | COM<br>STOC                    |
| SERIES A<br>NONCUMULATIVE<br>CONVERTIBLE<br>PREFERRED<br>STOCK | Â  | Â                                    | Â  | Â                              | Â Â   | 05/20/2011 Â <sup>(2)</sup>                              | COM<br>STOC                    |
| STOCK OPTION   | \$ 12.07   | Â                                    | Â  | Â                              | Â Â   | 12/19/2011 12/19/2021 <sup>(3)</sup>                     | COM<br>STOC                    |

## Reporting Owners

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

## Signatures

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

02/11/2013

\_\_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.