

Avery Raymond Thomas III  
 Form 4  
 March 16, 2009

**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 \*  
 Avery Raymond Thomas III

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)  
 10/28/2008

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/13/2008		P		400	A	\$ 5.84
Common Stock	11/13/2008		P		400	A	\$ 5.85
Common Stock	11/13/2008		P		200	A	\$ 5.69
Common Stock	11/13/2008		P		100	A	\$ 5.79
Common Stock	11/13/2008		P		100	A	\$ 5.74

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Common Stock	11/17/2008	P	205	A	\$ 5.69	4,605	I	401(k)
Common Stock	11/17/2008	P	200	A	\$ 5.67	4,805	I	401(k)
Common Stock	11/17/2008	P	200	A	\$ 5.68	5,005	I	401(k)
Common Stock	11/17/2008	P	100	A	\$ 5.66	5,105	I	401(k)
Common Stock	11/17/2008	P	95	A	\$ 5.45	5,200	I	401(k)
Common Stock	11/18/2008	P	300	A	\$ 5.85	5,500	I	401(k)
Common Stock	11/18/2008	P	200	A	\$ 5.95	5,700	I	401(k)
Common Stock	11/18/2008	P	100	A	\$ 5.84	5,800	I	401(k)
Common Stock	11/19/2008	P	700	A	\$ 6	6,500	I	401(k)
Common Stock						13,500	D	
Common Stock						499,773	I	Spouse
Common Stock						1,200	I	IRA
Common Stock						5,200	I	SEPP
Common Stock						3,070	I	Son

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3, 4,  
and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option NQSO-39		\$ 6			10/28/2008	10/28/2018	Common Stock	8,500
Stock Option NQSO-26		\$ 11.96			04/26/2005	04/26/2015	Common Stock	1,611

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Avery Raymond Thomas III PO BOX 330 MIDLOTHIAN, VA 23113		X		

## Signatures

/s/ Thomas W.  
Winfree, POA

03/16/2009

\_\_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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