

UNITED BANKSHARES INC/WV

Form DEF 14A

April 09, 2009

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**SCHEDULE 14A  
(RULE 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

**UNITED BANKSHARES, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**UNITED BANKSHARES, INC.  
P. O. BOX 1508  
UNITED SQUARE  
FIFTH AND AVERY STREETS  
PARKERSBURG, WEST VIRGINIA 26101**

**NOTICE OF 2009 ANNUAL MEETING OF SHAREHOLDERS**

**TO THE SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that, pursuant to the call of its Board of Directors, the 2009 Annual Meeting of Shareholders of UNITED BANKSHARES, INC. ( United ) will be held at The Blennerhassett Hotel, 320 Market Street, Parkersburg, West Virginia on Monday, May 18, 2009, at 4:00 p.m., local time, for the purpose of considering and voting upon the following matters:

1. To elect fourteen (14) persons to serve as directors of United. The nominees selected by the current Board of Directors are listed in the accompanying Proxy Statement for this Annual Meeting.
2. To ratify the selection of Ernst & Young LLP to act as the independent registered public accounting firm for 2009.
3. To act upon any other business which may properly come before this Annual Meeting or any adjournment or adjournments thereof. The Board of Directors at present knows of no other business to come before this Annual Meeting.

The close of business on March 30, 2009, has been fixed by the Board of Directors as the record date for determining the shareholders entitled to notice of and to vote at this Annual Meeting.

**WE URGE YOU TO SIGN AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE REGARDLESS OF YOUR PLANS TO ATTEND THIS MEETING. IF YOU DO ATTEND, YOU MAY WITHDRAW YOUR PROXY AND VOTE IN PERSON.**

**TWO INDIVIDUALS, WHO ARE NOT DIRECTORS OF UNITED, HAVE BEEN NAMED IN THE PROXY TO VOTE THE SHARES REPRESENTED BY PROXY. IF YOU WISH TO CHOOSE SOME OTHER PERSON TO ACT AS YOUR PROXY, MARK OUT THE PRINTED NAME AND WRITE IN THE NAME OF THE PERSON YOU SELECT.**

By Order of the Board of Directors

Richard M. Adams  
Chairman of the Board and  
Chief Executive Officer  
April 9, 2009

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 18, 2009**

**This proxy statement, along with our Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and our 2008**

**Annual Report, are available free of charge on the following website: [www.ubsi-inc.com](http://www.ubsi-inc.com).**

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**UNITED BANKSHARES, INC.  
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United Bankshares, Inc.  
United Square  
Fifth and Avery Streets  
Parkersburg, West Virginia 26101

**PROXY STATEMENT**

**General Information**

These proxy materials are delivered in connection with the solicitation by the Board of Directors of United Bankshares, Inc. ( United, the Company, we, or us ), a West Virginia corporation, of proxies to be voted at our 2009 Annual Meeting of Shareholders and at any adjournment or postponement.

You are invited to attend our Annual Meeting of Shareholders on May 18, 2009, beginning at 4:00 p.m. The Meeting will be held at The Blennerhassett Hotel, 320 Market Street, Parkersburg, West Virginia.

This proxy statement, form of proxy and voting instructions are being mailed on or about April 9, 2009.

**VOTING INFORMATION**

**Shareholders Entitled to Vote**

Holders of record of United common shares at the close of business on March 30, 2009, are entitled to receive this notice and to vote their shares at the Annual Meeting. As of that date, there were 43,398,783 common shares outstanding. Each common share is entitled to one vote on each matter properly brought before the Annual Meeting.

**Proxies**

Shareholders of record may vote their proxies by mail, in person at the Annual Meeting, by telephone or by Internet.

Proxies may be revoked at any time before they are exercised by (1) written notice to the Secretary of the Company, (2) timely delivery of a valid, later-dated proxy or (3) voting at the Annual Meeting.

**You may save us the expense of a second mailing by voting promptly.** Choose one of the following voting methods to cast your vote.

**Vote By Mail**

If you choose to vote by mail, simply mark your proxy, date and sign it, and return it to us in the postage-paid envelope provided.

**Vote By Telephone or Internet**

If you have telephone or Internet access, you may submit your proxy by following the instructions on the proxy card.

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**Vote at the Annual Meeting**

The method by which you vote now will in no way limit your right to vote at the Annual Meeting if you later decide to attend in person. **If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the Annual Meeting.**

All shares that have been properly voted and not revoked will be voted at the Annual Meeting in accordance with your instructions. If you sign your proxy card but do not give voting instructions, the shares represented by that proxy will be voted as recommended by the Board of Directors.

**Voting on Other Matters**

If any other matters are properly presented for consideration at the Annual Meeting, the persons named in the enclosed form of proxy intend to exercise their discretionary authority in accordance with applicable federal and state laws and regulations to vote on those matters for you. On the date this proxy statement went to press, we do not know of any other matter to be raised at the Annual Meeting.

**Required Vote and Cumulative Voting**

The presence, in person or by proxy, of the holders of a majority of the votes entitled to vote at the Annual Meeting is necessary to constitute a quorum. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner.

A plurality of the votes cast is required for the election of directors. Abstentions and broker non-votes are not counted for purposes of the election of directors.

In the election of directors, shareholders cast one (1) vote for each nominee for each share held. However, every shareholder has the right of cumulative voting, in person or by proxy, in the election of directors. Cumulative voting gives each shareholder the right to aggregate all votes which he or she is entitled to cast in the election of directors and to cast all such votes for one candidate or distribute them among as many candidates and in such a manner as the shareholder desires.

At our 2009 Annual Meeting, the number of directors to be elected is fourteen (14). Each shareholder has the right to cast fourteen (14) votes in the election of directors for each share of stock held on the record date. If you wish to exercise, by proxy, your right to cumulative voting in the election of directors, you must provide a proxy showing how your votes are to be distributed among one or more candidates. Unless contrary instructions are given by a shareholder who signs and returns a proxy, all votes for the election of directors represented by such proxy will be divided equally among the fourteen (14) nominees. If cumulative voting is invoked by any shareholder, the vote represented by the proxies delivered pursuant to this solicitation, which does not contain contrary instructions, may be cumulated at the discretion of the Board of Directors of United Bankshares, Inc. in order to elect to the Board of Directors the maximum nominees named in this proxy statement.

With respect to other matters, including the ratification of the selection of Ernst & Young LLP to act as the independent registered public accounting firm for the fiscal year that began January 1, 2009, if a quorum exists, the affirmative vote of a majority of the votes cast is required for approval of such matters. In voting for these matters, shares may be voted for or against or abstain. In determining whether the proposal has received the requisite number of affirmative votes, abstentions and broker non-votes will be disregarded and have no effect on the outcome of the vote.

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On March 30, 2009, there were 43,398,783 shares of common stock outstanding that are held by approximately 6,606 shareholders of record and 21,600 shareholders in street name. The presence in person or proxy of a majority of the outstanding shares of United Bankshares, Inc. will constitute a quorum at the Meeting.

### **Cost of Proxy Solicitation**

We will pay the expenses of soliciting proxies. Proxies may be solicited on our behalf by directors, officers or employees in person or by telephone, electronic transmission, facsimile transmission or by telegram. Brokers, fiduciaries, custodians and other nominees have been requested to forward solicitation materials to the beneficial owners of the Company's common stock. Upon request we will reimburse these entities for their reasonable expenses.

In order to facilitate and expedite distribution of these proxy solicitation materials to brokers, fiduciaries, custodians, nominee holders and institutional investors, United has retained BNY Mellon Investor Services of Jersey City, New Jersey (Mellon). Pursuant to a retention letter dated January 22, 2009, Mellon will contact all broker and other nominee accounts identified on United's shareholder mailing list in order to facilitate determination of the number of sets of proxy materials such accounts require for purposes of forwarding the same to the beneficial owners. Mellon will then assist in the delivery of proxy materials to these accounts for distribution. Mellon will also (i) assist in the distribution of proxy materials to institutional investors, and (ii) follow-up with any brokers, other nominee accounts and institutional investors, requesting return of proxies. United is not retaining Mellon to solicit proxies from registered holders or from non-objecting beneficial owners. Mellon's fee for the above services is \$6,500 plus reasonable disbursements that may include the broker search, printing, postage, courier charges, filing reports, data transmissions and other expenses approved by United.

### **Delivery of Proxy Materials**

To reduce the expenses of delivering duplicate proxy materials to our shareholders, we are relying upon Securities and Exchange Commission (SEC) rules that permit us to deliver only one proxy statement and annual report to multiple shareholders who share an address unless we received contrary instructions from any shareholders at that address. If you share an address with another shareholder and have received only one proxy statement and annual report, you may write or call us as specified below to request a separate copy of these materials and we will promptly send them to you at no cost to you. For future meetings, if you hold shares directly registered in your own name, you may request separate copies of our proxy statement and annual report, or request that we send only one set of these materials to you if you are receiving multiple copies, by contacting us at: United Bankshares, Inc., Shareholder Relations Department, 514 Market Street, Parkersburg, WV 26102 or by telephoning us at (304) 424-8800.

### **List of Shareholders**

If a shareholder requests a list of shareholders entitled to vote at the 2009 Annual Meeting for purposes of soliciting the shareholders or sending a written communication to the shareholders, then the Company will either (i) provide the list to the requesting shareholder upon receipt of an affidavit of the requesting shareholder that he will not use the list for any purpose other than to solicit shareholders with respect to the 2009 Annual Meeting; or (ii) mail the requesting shareholder's materials to the shareholders.

## **PROPOSAL 1: ELECTION OF DIRECTORS**

The Board of Directors consists of one class of fourteen (14) directors. Fourteen (14) directors will be elected at our 2009 Annual Meeting to serve for a one-year term expiring at our Annual Meeting in the year 2010. The Company's Bylaws provide that the number of directors shall be at least five (5) and no more than thirty-five (35) with the composition and number of nominees to be set at the discretion of the Board of Directors. For the

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election of directors at the 2009 Annual Meeting, the Board of Directors established the composition and number of directors to be elected at fourteen (14).

The persons named in the enclosed proxy intend to vote the proxy for the election of each of the fourteen (14) nominees, unless you indicate on the proxy card that your vote should be withheld from any or all of such nominees. Each nominee elected as a director will continue in office until his successor has been elected or until his death, resignation or retirement.

The Board of Directors has proposed the following nominees for election as directors with terms expiring in 2010 at the Annual Meeting: Richard M. Adams, Robert G. Astorg, W. Gaston Caperton, III, Lawrence K. Doll, Theodore J. Georgelas, F. T. Graff, Jr., John M. McMahon, J. Paul McNamara, G. Ogden Nutting, William C. Pitt, III, Donald L. Unger, Mary K. Weddle, Gary G. White and P. Clinton Winter, Jr. All of the nominees are directors standing for re-election except for Gary G. White. Mr. Gary White was appointed by the Board of Directors in September of 2008 to fill a vacancy on the Board of Directors.

**The Board of Directors recommends a vote FOR the election of each of these nominees for Director.**

We expect each nominee for election as a director to be able to serve if elected. To the extent permitted under applicable law, if any nominee is not able to serve, proxies will be voted in favor of the remainder of those nominated and may be voted for substitute nominees, unless the Board chooses to reduce the number of directors serving on the Board.

The principal occupation and certain other information about the nominees for director are set forth on the following pages.



**Table of Contents****DIRECTORS WHOSE TERMS EXPIRE IN 2009 AND NOMINEES FOR DIRECTORS**

Name and Age as of the May 18, 2009 Meeting Date	Position, Principal Occupation, Business Experience and Directorships for the Last Five Years <sup>(d)</sup>	Amount of Beneficial Ownership of Shares of Common Stock and Options <sup>(c)</sup>		
		Shares <sup>(a)</sup>	Options <sup>(b)</sup>	%
Richard M. Adams	62 Chairman and Chief Executive Officer of both United and United Bank (WV). Director of the Company since 1984.	624,642	198,000	1.89%
Robert G. Astorg	65 CPA and Managing Principal of H&R Block Tax and Business Services. Director of the Company since 1991.	37,884		*
W. Gaston Caperton, III	69 President of The College Board. Director of Owens Corning and Prudential Financial, Inc. Chairman of the Caperton Group. Former Governor of State of West Virginia. Director of the Company since 1997.	25,483		*
Lawrence K. Doll	59 President of The Lawrence Doll Company and Lawrence Doll Homes LLC. Chairman of United Bank (VA). Director of the Company since 2004.	3,528	23,000	*
Theodore J. Georgelas	62 Managing Director of the Georgelas Group, LLC. Director of United Bank (VA). Former Chairman of the Board of United Bank (VA) and Sector Communications. Director of the Company since 1990.	56,564		*
F. T. Graff, Jr	70 Attorney and Managing Partner of Bowles Rice McDavid Graff & Love LLP. Director of the Company since 1984.	27,225		*
John M. McMahon	68 Chairman of the Board of Miller & Long Co., Inc. Director of United Bank (VA). Director of the Company since 1998.	300,000		*
J. Paul McNamara	60 Chairman of Potomac Capital Advisors. Former President and Chief Operating Officer of Sequoia Bancshares, Inc. Director of United Bank (VA). Former Vice Chairman of United Bank (VA). Director of the	100,199		*

Company since 2003.

G. Ogden Nutting	73	Chairman of The Ogden Newspapers, Inc. Director of the Company since 1986.	654,656	1.51%
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Name and Age as of the May 18, 2009 Meeting Date	Position, Principal Occupation, Business Experience and Directorships for the Last Five Years <sup>(d)</sup>	Amount of Beneficial Ownership of Shares of Common Stock and Options <sup>(c)</sup>		
		Shares <sup>(a)</sup>	Options <sup>(b)</sup>	%
William C. Pitt, III	64 Hotel and Resort Developer. Director of the Company since 1987.	4,450		*
Donald L. Unger	67 President and Chief Executive Officer of the Shenandoah Valley region of United Bank (VA). Former President and Chief Executive Officer of Premier Community Bankshares, Inc. Former Chairman, President and Chief Executive Officer of Marathon Bank. Director of the Company since 2007.	42,159		*
Mary K. Weddle	59 CPA and Executive Vice President of Long & Foster Real Estate, Inc. Director of United Bank (VA). Director of the Company since 2004.	5,598		*
Gary G. White	59 President and Chief Executive Officer of International Resource Partners LP. Former President and Chief Executive Officer of International Industries, Inc. Former President and Chief Executive Officer of the West Virginia Coal Association. Director of the Company since September of 2008.	33,500		*
P. Clinton Winter, Jr	61 President of Bray & Oakley Insurance Agency, Inc. Director of the Company since 1996.	502,585		1.16%
All Directors, Nominees and Executive Officers as a Group (19 persons)		5,227,142	549,602	13.14%

**Footnotes:**

\* Indicates the director owns less than 1% of United's issued and outstanding shares.

(a) Includes stock held by United Bank's (WV) Trust Department which shares beneficial ownership as described in this footnote. The following directors each exercise voting authority over the number of shares indicated as follows:  
Mr. R. Adams, 49,943 shares;  
Mr. Astorg, 16,902 shares;  
and Mr. Graff, 23,225 shares.  
The non-director executive officers as a group exercise voting authority over 39,589 shares. United Bank's (WV) Board of Directors exercises voting authority over 2,560,615 shares held by United Bank's (WV) Trust Department. All of these shares are included in

the 5,227,142 shares held by all directors, nominees and executive officers as a group. Also includes shares pledged as collateral as follows: Mr. R. Adams, 28,000 shares; Mr. Astorg, 19,800 shares; Mr. Georgelas, 43,964 shares; Mr. McMahon, 180,000 shares; and Mr. Winter, 89,996 shares.

- (b) Beneficial ownership is stated as of March 10, 2009, including shares of common stock that may be acquired within sixty (60) days of that date through the exercise of stock options pursuant to United's Stock Option Plans.
- (c) Unless otherwise indicated, beneficial ownership shares listed represent sole voting power. The following number of shares may be held in the name

of spouses,  
children, certain  
relatives, trust,  
estates, and  
certain affiliated  
companies as to  
which shared  
voting

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and/or shared investment powers may exist: Mr. R. Adams, 39,820 shares; Mr. Astorg, 20,982 shares; Mr. Caperton, 25,483 shares; Mr. Graff, 23,225 shares; Mr. McNamara, 40,800 shares; Mr. Nutting, 654,656 shares; Mr. White, 30,000 shares; and Mr. Winter, 46,316 shares.

- (d) United Bank (WV) and United Bank (VA) are subsidiaries of United.

## COMMON STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

### Beneficial Ownership of Directors and Named Executive Officers

As of March 10, 2009, directors of the Company and nominees owned beneficially, directly or indirectly, the number of shares of common stock indicated in the preceding table.

The Company's chief executive officer, chief financial officer, and the three other most highly compensated executive officers constitute the named executive officers of the Company. The following table sets forth certain information regarding the named executive officers' beneficial ownership of common stock of United as of March 10, 2009:

Title of Class	Name of Officer	Shares of Common Stock of the Company Beneficially Owned <sup>(1)</sup>	
		Number of Shares	Percent of Class
Common Stock	Richard M. Adams	822,642	1.89%
Common Stock	Steven E. Wilson	207,019	0.48%
Common Stock	James B. Hayhurst, Jr.	125,582	0.29%
Common Stock	James J. Consagra, Jr.	78,130	0.18%
Common Stock	Richard M. Adams, Jr.	82,409	0.19%

Footnotes:

- (1) The amounts shown represent the total shares owned directly and indirectly by such named executive officers. The number of shares includes shares that are issuable upon the exercise of all stock options currently exercisable, as follows: Mr. R. Adams, 198,000 shares; Mr. S. Wilson, 98,400 shares; Mr. Hayhurst, 64,000 shares; Mr. Consagra, 62,500 shares; and Mr. R. Adams, Jr., 39,702 shares. Unless otherwise indicated, beneficial ownership shares listed represent sole voting power. The following number of shares may be held in the name of spouses, children, certain relatives, trust, estates, and certain affiliated companies as to which shared voting and/or shared



investment powers may exist: Mr. R. Adams, 39,820 shares; Mr. S. Wilson, 8 shares; Mr. Hayhurst, 2,116 shares; and Mr. R. Adams, Jr., 8,224 shares. Also includes shares pledged as collateral as follows: Mr. R. Adams, 28,000 shares and Mr. Hayhurst, 54,229 shares.

All directors, nominees and executive officers as a group beneficially owned 5,776,744 shares or 13.14% of the Company's common stock.

**Principal Shareholders of United**

The following table lists each shareholder of United who is the beneficial owner of more than 5% of United's common stock, the only class of stock outstanding, as of March 10, 2009. For purposes of this determination, the number of shares of United's common stock beneficially owned by any person or persons is calculated as a percentage of the total number of shares of United's common stock issued and outstanding as of March 10, 2009 plus the number of shares of United's common stock that may be acquired by such person within sixty (60) days of that date through the exercise of stock options pursuant to United's Stock Option Plans.

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<b>Title of Class</b>	<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class</b>
Common Stock	United Bank (WV) Trust Department 514 Market Street, Parkersburg, WV 26101 (2,628,779 shares or 6.06% are registered under the nominee name of Parbanc Co.)	2,628,779 <sup>(1)</sup>	6.06% <sup>(1)</sup>
Common Stock	Barclays Global Investors, NA 45 Fremont Street, San Francisco, CA 94105	3,897,098 <sup>(2)</sup>	8.98% <sup>(2)</sup>

**Footnotes:**

- (1) The Trust Department of United Bank (WV), a wholly-owned subsidiary of United, holds in fiduciary or agency capacity 2,628,779 shares or 6.06% of United's stock. The investment authority for these shares is held by the Trust Department and is exercised by United Bank's (WV) Board of Directors. Of these total shares, the Trust Department holds sole voting authority for 2,560,615 shares or 5.90% of United's outstanding common stock which is exercised by United Bank's (WV) Board of Directors.

(2) Barclays Global Investors, NA (Barclays) manages institutional portfolios and the Barclays Global Investors family of mutual funds and iShares, Barclays proprietary exchange-traded funds. Barclays owns 3,897,098 or 8.98% of United's stock. Of these total shares, Barclays holds sole voting authority for 3,275,858 shares or 7.55% of United's outstanding common stock. Barclays' address and holdings are based solely on a Schedule 13G filing with the Securities and Exchange Commission dated February 5, 2009 made by Barclays setting forth information as of December 31, 2008.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, executive officers and beneficial owners of more than ten percent of our common stock to file reports of holdings and transactions in United shares with the Securities and Exchange Commission (SEC). To our knowledge, based solely on our review of the copies of such reports furnished and written representations, no person required to file such reports during 2008 failed to file such reports on a timely basis or failed to file a report except for Robert G. Astorg, F.T. Graff, Jr., and William C. Pitt, III. Mr. Astorg did not timely file four reports involving five transactions during the year. Mr. Graff did not timely file one report involving one transaction during the year. Mr. Pitt did not timely file four reports involving five transactions that occurred in prior years.

**Related Shareholder Matters**

The following table discloses the number of outstanding options granted by United to participants in equity compensation plans, as well as the number of securities remaining available for future issuance under these plans, as of March 10, 2009. The table provides this information for equity compensation plans that have and have not been approved by shareholders.

<b>Plan Category</b>	<b>Number of Securities to be issued upon exercise of outstanding options</b>	<b>Weighted-average exercise price of outstanding options</b>	<b>Number of securities remaining available for future issuance under equity compensation plans</b>
Equity Compensation Plans approved by Shareholders	1,450,337	\$ 30.69	1,245,450
Equity Compensation Plans not approved by Shareholders <sup>(1)</sup>			
Total	1,450,337	\$ 30.69	1,245,450

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**Footnotes:**

- (1) The table does not include information for equity compensation plans assumed by United in connection with mergers and acquisitions and pursuant to which there remain outstanding options (collectively, Assumed Plans ), which include the following: Century Bancshares, Inc., GrandBanc, Inc., Sequoia Bancshares, Inc. and Premier Community Bankshares, Inc. A total of 238,283 shares of United common stock may be purchased under the Assumed Plans, at a weighted average exercise price of \$13.34. No further grants may be made under any Assumed Plan.

**GOVERNANCE OF THE COMPANY**

### **Board and Committee Membership**

The committee descriptions and membership set forth below are those applicable as of the mailing date of this proxy statement.

During 2008, the Board of Directors met seven (7) times. The Board of Directors of the Company has four (4) standing committees: The Executive Committee, Audit Committee, Compensation Committee, and Governance and Nominating Committee. During 2008, each director attended 75% or more of the aggregate of the total number of meetings of the Board of Directors and all committees of the Board on which he or she served except for Mr. Theodore J. Georgelas and Mr. W. Gaston Caperton, III. Although there is no formal written policy, attendance at the annual meeting by directors is expected. Thirteen of the sixteen directors attended the 2008 Annual Meeting. The Company's independent directors held two (2) meetings during 2008.

### **Independence of Directors**

The Governance and Nominating Committee of the Board of Directors annually reviews the relationships of each member of the Board of Directors to determine whether each director is independent. This determination is based on both subjective and objective criteria developed by the NASDAQ listing standards and the SEC rules. The determination made by the Governance and Nominating Committee is then submitted to the Board of Directors to permit the Board of Directors to affirmatively determine whether each director has any relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

The Governance and Nominating Committee met on January 26, 2009, to determine the independence of the current members of the Board of Directors. At the meeting, the Governance and Nominating Committee reviewed the directors' responses to a questionnaire asking about their relationships with the Company (and those of their immediate family members) and other potential conflicts of interest, as well as information provided by management related to transactions, relationships, or arrangements between the Company and the directors or parties related to the directors.

Based on the subjective and objective criteria developed by the NASDAQ listing standards and the SEC rules, the Governance and Nominating Committee determined that the following current members of the Board of Directors are independent: Robert G. Astorg, W. Gaston Caperton, III, Theodore J. Georgelas, F. T. Graff, Jr., John M. McMahon, G. Ogden Nutting, William C. Pitt, III, Mary K. Weddle, Gary G. White and P. Clinton Winter, Jr. In addition, Thomas J. Blair, III and Russell L. Isaacs, members of the Board who retired in May of 2008, were also independent.

The NASDAQ listing standards contain additional requirements for members of the Compensation Committee, the Audit Committee and the Governance and Nominating Committee. All of the directors serving on each of these committees are independent under the additional requirements applicable to such committees.

The Governance and Nominating Committee also considered the following relationships in evaluating the independence of the Company's independent directors and determined that none of the relationships constitute a material relationship with the Company.

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United's subsidiaries provided lending and/or other financial services to certain members of the Company's Board of Directors, their immediate family members, and/or their affiliated organizations during 2008 in the ordinary course of business and on substantially the same terms as those available to unrelated parties. These relationships satisfied the standards for independence.

Bowles Rice McDavid Graff & Love LLP, an entity affiliated with F. T. Graff, Jr., provided legal services to the Company and received payments from the Company for such services during 2008. These payments did not exceed 5% of the Company's or Bowles Rice McDavid Graff & Love LLP's consolidated revenues for 2008, and therefore, the relationship satisfied the standards for independence.

H&R Block Tax Business Services, an entity affiliated with Robert Astorg, provided tax services to the trusts and estates that have named United's trust department as the trustee or the executor. H&R Block Tax Business Services received payments from the individual trusts and estates and not from the Company or its subsidiaries and therefore the relationship satisfied the standards for independence.

United Bank (WV) leases a drive-in facility from The Ogden Newspapers, Inc. of which G. Ogden Nutting is the Chairman. The lease payments did not exceed 5% of the Company's or The Ogden Newspapers' consolidated revenues for 2008, and therefore, the relationship satisfied the standards for independence.

The Governance and Nominating Committee determined that the following current members of the Board of Directors are not independent: Richard M. Adams, Lawrence K. Doll, J. Paul McNamara and Donald L. Unger. Messrs. Adams, Doll, McNamara and Unger are not independent because these directors are currently employed or have been employed by the Company within the last three years. I. N. Smith, Jr., who retired from the Board in May of 2008, was also determined to be not independent because Mr. Smith was employed by the Company within the last three years.

The Board of Directors reviewed and approved the determinations made by the Governance and Nominating Committee.

### **The Executive Committee**

The Executive Committee is comprised of seven (7) directors, Richard M. Adams, Chairman, W. Gaston Caperton, III, Lawrence K. Doll, F. T. Graff, Jr., John M. McMahon, G. Ogden Nutting, and P. Clinton Winter, Jr. Until May of 2008, Russell L. Isaacs served on the Executive Committee. The Executive Committee exercises all the authority of the Board of Directors whenever the Board of Directors is not meeting unless prohibited by law or under the provisions of the articles of incorporation or bylaws of the Corporation. The Board of Directors has specifically empowered the Executive Committee to investigate mergers and acquisitions by marshaling necessary information and data to evaluate the advisability of mergers and acquisitions and to report their findings to the Board of Directors. The Board of Directors may accept, ratify, approve, amend, modify, repeal or change the actions of the Executive Committee. During 2008, the Executive Committee met three (3) times.

### **The Audit Committee**

The Audit Committee has the primary responsibility to review and evaluate significant matters relating to audit, internal control and compliance. It reviews, with representatives of the independent registered public accounting firm, the scope and results of the audit of the financial statements, audit fees and any recommendations with respect to internal controls and financial matters. The United Bankshares, Inc. Board of Directors' Audit Committee Charter, as approved by the Board of Directors, governs the Audit Committee and is available on the corporate website under Policies at [www.ubsi-inc.com](http://www.ubsi-inc.com). Members of this committee are Robert G. Astorg, Chairman, William C. Pitt, III, Mary K. Weddle and P. Clinton Winter, Jr. Until May of 2008, Russell L. Isaacs served on the Audit Committee. The Audit Committee met four (4) times during 2008. All members of the Audit

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Committee are independent directors as independence is defined in the NASDAQ listing standards and the SEC rules.

**Audit Committee Financial Expert**

The Board of Directors has determined that all audit committee members are financially literate under the NASDAQ listing standards. The Board also determined that Robert G. Astorg and Mary K. Weddle each qualify as an audit committee financial expert as defined by the SEC rules adopted pursuant to the Sarbanes-Oxley Act of 2002. All of the audit committee financial experts are independent as independence is defined in the NASDAQ listing standards and the SEC rules.

**The Compensation Committee**

The Compensation Committee recommends executive officer and director compensation to the Board of Directors. The Compensation Committee is composed solely of independent directors as independence is defined under the NASDAQ listing standards and the SEC rules. Members of this committee are P. Clinton Winter, Jr., Chairman, W. Gaston Caperton, III, John M. McMahon, and G. Ogden Nutting. Until May of 2008, Russell L. Isaacs served as Chairman of the Compensation Committee. The Compensation Committee met two (2) times during the year. The Compensation Committee is governed by the Compensation Committee charter which is available on the corporate website under Policies at [www.ubsi-inc.com](http://www.ubsi-inc.com).

The Compensation Committee's primary processes and procedures for consideration and determination of executive compensation can be found in the Compensation Discussion and Analysis section under the headings Role of Executive Officers in Compensation Decisions and Overview of Compensation Program.

The Compensation Committee is also responsible for evaluating the compensation of our directors and recommending changes for consideration by the independent directors of the board when appropriate. The Compensation Committee uses peer group information when evaluating the compensation of our directors. Compensation for our directors who served on United's Board of Directors in 2008 can be found in the Director Compensation table on page 35.

**The Governance and Nominating Committee**

The purposes of the Governance and Nominating Committee are to evaluate and recommend candidates for election as directors, make recommendations concerning the size and composition of the Board of Directors, develop and implement United's corporate governance policies, approve annual director nominees for and any subsequent changes in the subsidiary banks' boards, develop specific criteria for director independence, and assess the effectiveness of the Board of Directors.

Nominations to the Board of Directors by a shareholder may be made only if such nominations are made in accordance with the procedures set forth in Article II, Section 5 of the Restated Bylaws of United, which section is set forth in full below:

Section 5. Nomination of directors. Directors shall be nominated by the Board prior to the giving of notice of any meeting of shareholders wherein directors are to be elected. Additional nominations of directors may be made by any shareholder; provided that such nomination or nominations must be made in writing, signed by the shareholder and received by the Chairman or President no later than ten (10) days from the date the notice of the meeting of shareholders was mailed; however, in the event that notice is mailed less than thirteen (13) days prior to the meeting, such nomination or nominations must be received no later than three (3) days prior to any meeting of the shareholders wherein directors are to be elected.



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In identifying nominees and evaluating and determining whether to nominate a candidate for a position on United's Board, the Committee considers the criteria outlined in United's corporate governance policy, which include the independence of the proposed nominee, diversity, age, skills and experience in the context of the needs of the Board. United regularly assesses the size of the Board, whether any vacancies are expected due to retirement or otherwise, and the need for particular expertise on the Board. Candidates may come to the attention of the Committee from current Board members, shareholders, professional search firms, officers or other persons. The Committee will consider and review all candidates in the same manner regardless of the source of the recommendation.

The Governance and Nominating Committee is composed of independent directors as independence is defined under the NASDAQ listing standards and the SEC rules. Members of this committee are G. Ogden Nutting, Chairman, W. Gaston Caperton, III, John M. McMahon, and P. Clinton Winter, Jr. The Governance and Nominating Committee met one (1) time during 2008. The charter for this committee is available on the corporate website under Policies at [www.ubsi-inc.com](http://www.ubsi-inc.com).

### **Related Party Transactions**

**Policies and Procedures.** The Board of Directors has adopted a written policy and procedure for review, approval and monitoring of transactions involving the Company and related persons (directors and executive officers or their immediate families, or shareholders owning five percent or greater of the Company's outstanding stock). The policy covers any related person transaction that meets the minimum threshold for disclosure in the proxy statement under the relevant SEC rules (generally, transactions involving amounts exceeding \$120,000 in which a related person has a direct or indirect material interest).

Related person transactions must be approved by the Audit Committee of the Board (the Committee). At each calendar year's first regularly scheduled Committee meeting, management recommends Related Person Transactions to be entered into by the Company for that calendar year, including the proposed aggregate value of such transactions if applicable. After review, the Committee approves or disapproves such transactions and at each subsequently scheduled meeting, management will update the Committee as to any material change to proposed transactions.

The Committee will consider all of the relevant facts and circumstances available to the Committee, including whether the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third persons and whether the transaction violates any requirements of the Company's financing agreements.

In the event management recommends any further related person transactions subsequent to the first calendar year meeting, such transactions may be presented to the Committee for approval or preliminarily entered into by management subject to ratification by the Committee; provided that if ratification shall not be forthcoming, management will make all reasonable efforts to cancel or annul such transaction.

The Related Party Transaction Policy was adopted in January, 2007. All related party transactions since January 1, 2008, which were required to be reported in this proxy statement were approved by the Committee in accordance with the policy.

**Description of Related Person Transactions.** United's subsidiaries have had, and expect to have in the future, banking transactions with United and with its officers, directors, principal shareholders, or their interests (entities in which they have more than a 10% interest). The transactions, which at times involved loans in excess of \$120,000, were in the ordinary course of business, were made on substantially the same terms, including interest rates, collateral and repayment terms as those prevailing at the time for comparable transactions with persons not related to United and did not involve more than the normal risk of collectibility or present other unfavorable features. United's subsidiary banks are subject to federal statutes and regulations governing loans to officers and directors and

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loans extended to officers and directors are in compliance with such laws and are exempt from insider loan prohibitions included in the Sarbanes-Oxley Act of 2002.

In addition to the normal banking transactions described above, United Bank (WV) leases office space in its main Charleston branch from the Kanawha-Roxalana Company pursuant to a written lease agreement originally dated October 1, 1992, and amended on August 7, 2002 (the *United Center Lease*). The Kanawha-Roxalana Company is a shareholder of United, and the voting and investment authority for its shares are beneficially owned by its President and Chief Executive Officer, I. N. Smith, Jr., who retired from United's Board of Directors on May 19, 2008. The *United Center Lease* provided for an initial term of ten (10) years that commenced on October 1, 2002, and was extended for another ten (10) years with the amendment. The expiration date of the term of the lease is September 30, 2012. The *United Center Lease* provides for United Bank (WV) to pay a monthly base rent, which is based on square footage of the rentable areas, and additional monthly rent at a fixed monthly rate. Additionally, the *United Center Lease* provides for United Bank (WV) to pay its share of operating costs. On September 1, 2008, United Bank (WV) leased additional office space within this branch under the existing terms of the *United Center Lease*. Management believes the *United Center Lease* is on terms comparable to market terms for similar rental space in Charleston, West Virginia. During 2008, United paid rent expense of approximately \$885,000 under the *United Center Lease*.

In addition, United Bank (WV) leases land for one of its other Charleston branches from the Kanawha-Roxalana Company pursuant to a written lease agreement dated November 28, 2001 (the *Kanawha City Lease*). As previously mentioned, the Kanawha-Roxalana Company is a shareholder of United, and the voting and investment authority for its shares are beneficially owned by its President and Chief Executive Officer, I. N. Smith, Jr., who retired from United's Board of Directors on May 19, 2008. The *Kanawha City Lease* provides for an initial term of twenty-five (25) years that commenced on December 1, 2001, with five (5) additional five (5) year renewal options after expiration of the initial twenty-five (25) year term. The *Kanawha City Lease* provides for the base rent to be paid by United Bank (WV) to be adjusted on December 1, 2006, and every five (5) years thereafter following the commencement and any renewal option properly exercised by United Bank (WV). The adjusted amount of rent shall be calculated based on changes in the Consumer Price Index of the United States Bureau of Labor Statistics. Additionally, the *Kanawha City Lease* provides an option for United Bank (WV) to purchase the property after the expiration of the initial twenty-five year (25) term at a purchase price equal to the average of three separate appraisals. Upon the expiration of the *Kanawha City Lease* for any cause, all improvements and structures shall become the property of the Kanawha-Roxalana Company. Management believes the *Kanawha City Lease* is on terms comparable to market terms for similar rental space in Charleston, West Virginia. During 2008, United paid rent expense of approximately \$45,000 under the *Kanawha City Lease*.

F. T. Graff, Jr., a member of the Board of Directors of United, is a partner in the law firm of Bowles Rice McDavid Graff & Love LLP in Charleston, West Virginia. Bowles Rice McDavid Graff & Love LLP rendered legal services to United during 2008, and it is expected that the firm will continue to render certain services in the future. The fees paid to Bowles Rice McDavid Graff & Love LLP in 2008 were \$798,000, which represented less than 5% of that firm's revenues for the year 2008. The legal fees paid to Bowles Rice McDavid Graff & Love LLP were the ordinary and customary fees for such legal services. As partner of the law firm of Bowles Rice McDavid Graff & Love LLP, Mr. Graff's interest in the fees paid by United in 2008 was approximately \$17,000. This amount was calculated based on Mr. Graff's percentage of net income of Bowles Rice McDavid Graff & Love LLP, and was computed without regard to the amount of profit or loss.

**Table of Contents****Executive Officers**

Set forth below are the executive officers of United and relations that exist with affiliates and others for the past five years.

Name	Age	Present Position	Principal Occupation and Banking Experience During the Last Five Years
Richard M. Adams	62	Chairman of the Board & Chief Executive Officer since 1984 United; Chairman of the Board & Chief Executive Officer United Bank (WV), a subsidiary of United	Chairman of the Board & Chief Executive Officer United; Chairman of the Board & Chief Executive Officer United Bank (WV)
Richard M. Adams, Jr.	40	Executive Vice-President since 2000 United; President United Bank (WV), a subsidiary of United	Executive Vice-President United; President United Bank (WV); Executive Vice- President United Bank (WV); Senior Vice- President United Bank (WV); President United Brokerage Services, Inc.
James J. Consagra, Jr.	48	Executive Vice-President since 1999 United; President & Chief Executive Officer United Bank (VA), a subsidiary of United	Executive Vice-President United; President & Chief Executive Officer United Bank (VA); Executive Vice-President & Chief Financial Officer United Bank (VA)
James B. Hayhurst, Jr.	62	Executive Vice-President since 1986 United; Executive Vice-President United Bank (WV), a subsidiary of United	Executive Vice-President United; Executive Vice-President United Bank (WV)
Joe L. Wilson	61	Executive Vice-President since 1986 United; Executive Vice-President United Bank (WV), a subsidiary of United	Executive Vice-President United; Executive Vice-President United Bank (WV)
Steven E. Wilson	60	Executive Vice-President since 1986, Chief Financial Officer, & Treasurer since 1989 United; Secretary since 1999 United; Executive Vice-President, Chief Financial Officer, Treasurer & Secretary United Bank (WV), a subsidiary of United	Executive Vice-President, Chief Financial Officer, Treasurer & Secretary United; Executive Vice-President, Chief Financial Officer, Treasurer & Secretary United Bank (WV)

**Family Relationships**

Richard M. Adams and Richard M. Adams, Jr. are father and son.



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**COMPENSATION DISCUSSION AND ANALYSIS (CD&A)**

**Philosophy of Compensation Program**

The Company's philosophy is to ensure that the total compensation paid to all of its employees is fair, reasonable, competitive, and aligned with the best interests of our shareholders. United's Compensation Committee (the Committee), comprised entirely of independent directors, administers United's executive compensation program consistent with the Company's compensation philosophy. All elements of compensation for the Company's executive officers as well as all of its employees are determined by competitive practices from marketplace data. For example, base salaries fall within salary ranges formulated from competitive salary information for like positions in like financial institutions. This information is developed from salary surveys as well as other peer group information. This compensation data is verified from time to time by outside consultants.

The Company strives to link closely executive and nonexecutive compensation with the achievement of annual financial and non-financial performance goals. Compensation is based upon corporate performance, business unit performance, individual performance and an individual's level of responsibility. In general, the higher the level of responsibility, the greater the emphasis on corporate performance. It is the Company's practice to provide a mix of cash, equity-based compensation and other non-cash compensation that it believes balances the best interests of the Company's employees and the Company's shareholders.

United's compensation practices specifically related to its executive offices are presented in more detail in the following discussion and analysis.

**Role of Executive Officers in Compensation Decisions**

As provided in its charter, the Committee has the authority to determine all compensation components for the named executive officers and to approve equity awards to other executive officers of the Company. The Committee met in November 2008 to review the results of an Executive Compensation Survey completed and presented by Aon Consulting. In January 2009, the Committee met to act on compensation issues for the named executive officers.

**Overview of Compensation Program**

The Company's executive compensation program is designed to:

retain executive officers by paying them competitively, motivate them to contribute to the Company's success, and reward them for their performance;

link a substantial part of each executive officer's compensation to the performance of both the Company and the individual executive officer; and

encourage ownership of Company common stock by executive officers.

*2008 Executive Compensation Components*

For the fiscal year ended December 31, 2008, the principal components of compensation for named executive officers were:

salary;

annual incentive compensation;

long-term incentive equity based compensation; and

retirement and other benefits.

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*Role of Consultants, Peer Group, Surveys and Benchmarking*

The Company uses salary surveys and peer group information when evaluating the compensation of our executive officers. Periodically, the Committee retains the services of nationally recognized compensation consulting firms to provide independent advice on compensation matters and to review the Company's compensation program for all executive officers. In 2005 the Committee retained Aon Consulting, Inc., ( Aon ) to conduct an evaluation of the Company's executive compensation program. During 2008, the Committee again retained the services of Aon to complete a comprehensive evaluation of the Company's executive compensation program. Aon took its direction from and provided its report to the Committee. In its report, Aon consulting concluded that overall for the top executive group relative to 50<sup>th</sup> percentile expected values from the peer group data base, salaries and total cash compensation were at the low end of the broad competitive range. In addition, relative to the 50<sup>th</sup> percentile of published survey data, the CEO's base salary was within the competitive range, but below the 50<sup>th</sup> percentile (median), while total cash compensation and total direct compensation were below the broad competitive range. The Committee did not use the 2008 Aon report for purposes of benchmarking, but rather as a general reference for the purpose of comparing the Company's executive compensation program to that of other companies within the industry.

In determining executive compensation for 2008, the Committee used a peer group similar to the peer group used by Aon in its 2008 report. The peer group consisted of banking companies operating in the United States in the same lines of business as United and of similar size (the Peer Group ). These companies represented diversified markets and fell within a market capitalization range of \$1.0 billion to \$2.0 billion when the peer group was developed. At December 31, 2007, United's market capitalization was \$1.21 billion. Several peers fell below the \$1 million level in 2008. Based upon the Committee's desire to maintain peer consistency, these peers remained. The Peer Group may change from year to year as a result of consolidation in the industry or size of a member of the Peer Group. The Peer Group consists of:

Citizens Republic Bancorp (Michigan)

First Midwest Bancorp (Illinois)

FirstMerit Corp (Ohio)

Provident Bankshares (Maryland)

Susquehanna Bancshares (Pennsylvania)