

FRENCH CHRISTOPHER E
 Form 4
 July 03, 2012

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 *
 FRENCH CHRISTOPHER E

2. Issuer Name and Ticker or Trading Symbol
 FIRST NATIONAL CORP /VA/ [FXNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 PO BOX 459
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/29/2012

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

EDINBURG, VA 22824

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

(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 Ownership (Instr. 4)
				(A) or (D)	Amount	Price			
Common Stock	06/29/2012		X	V	11,535	A \$ 4	17,907	D ⁽¹⁾	
Common Stock	06/29/2012		X		5,035	A \$ 4	8,715	I	Spouse
Common Stock	06/29/2012		X		4,000	A \$ 4	4,100	I	Son - WBF II
Common Stock	06/29/2012		X		2,000	A \$ 4	2,100	I	Son - STF
Common Stock	06/29/2012		X		1,425	A \$ 4	2,025	I	TTE CEF Trust FBO Patricia

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Common Stock	06/29/2012	X	14,750	A	\$ 4	18,880	I	TTE WBF Jr Trust FBO Anne
Common Stock	06/29/2012	X	250	A	\$ 4	4,381	I	TTE WBF Jr Trust FBO Chris

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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Subscription Rights ⁽²⁾	\$ 4	06/29/2012		X	11,535	05/04/2012 06/25/2012	Common Stock	11,535	
Subscription Rights ⁽²⁾	\$ 4	06/29/2012		X	5,035	05/04/2012 06/25/2012	Common Stock	5,035	
Subscription Rights ⁽²⁾	\$ 4	06/29/2012		X	4,000	05/04/2012 06/25/2012	Common Stock	4,000	
Subscription Rights ⁽²⁾	\$ 4	06/29/2012		X	2,000	05/04/2012 06/25/2012	Common Stock	2,000	
Subscription Rights ⁽²⁾	\$ 4	06/29/2012		X	1,425	05/04/2012 06/25/2012	Common Stock	1,425	
Subscription Rights ⁽²⁾	\$ 4	06/29/2012		X	14,750	05/04/2012 06/25/2012	Common Stock	14,750	
Subscription Rights ⁽²⁾	\$ 4	06/29/2012		X	250	05/04/2012 06/25/2012	Common Stock	250	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRENCH CHRISTOPHER E PO BOX 459 EDINBURG, VA 22824	X			

Signatures

M. Shane Bell, by Power of
Attny 07/03/2012

 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) Owns an additional 7,564 indirect shares.

(2) Subscription rights distributed to holders of common stock, par value \$1.25 per share, of First National Corporation (the "Company") as of the close of business on May 4, 2012, to purchase shares of the Company's common stock at a subscription price of \$4.00 per share (the "Rights Offering") by exercising the basic subscription rights and over-subscription privilege in the Rights Offering. The Rights Offering expired at 5:00 p.m., Eastern Daylight Time, on June 25, 2012 and closed on June 29, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space 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.