F&M BANK CORP
Form 10-Q
May 13, 2009

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
FORM 10-Q

þ **Quarterly report Under Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended March 31, 2009.

o **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
Commission File Number: 000-13273
F & M BANK CORP.

Virginia	54-1280811
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

P. O. Box 1111
Timberville, Virginia 22853
(Address of Principal Executive Offices) (Zip Code)
(540) 896-8941

(Registrant s Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes o No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer o	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting Company þ

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No þ

State the number of shares outstanding of each of the registrant s classes of common stock, as of the latest practicable date.

Class	Outstanding at May 5, 2009
Common Stock, par value $5	2,287,375 shares

F & M BANK CORP.
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Part I Financial Information
Item 1 Financial Statements

F & M BANK CORP.
Consolidated Statements of Income
(In Thousands of Dollars Except per Share Amounts)
(Unaudited)

	Three Months Ended March 31, 2009	Three Months Ended March 31, 2008
Interest income		
Interest and fees on loans held for investment	$ 6,186	$ 5,555
Interest and fees on loans held for sale	227	21
Interest on federal funds sold	1	16
Interest on interest bearing deposits	14	53
Dividends on equity securities	46	127
Interest on debt securities	227	262
Total interest income	6,701	6,034
Interest expense		
Interest on demand deposits	234	218
Interest on savings accounts	63	73
Interest on time deposits over $100,000	559	514
Interest on time deposits	1,213	1,318
Total interest on deposits	2,069	2,123
Interest on short-term debt	28	77
Interest on long-term debt	604	404
Total Interest Expense	2,701	2,604
Net interest income	4,000	3,430
Provision for loan losses	210	90
Net interest income after provision for loan losses	3,790	3,340
Noninterest income		
Service charges	286	304
Insurance and other commissions	102	55
Other	189	251
Income on bank owned life insurance	90	73
Security gains (losses)	(330)	(2)

Total noninterest income		337		681
Noninterest expense				
Salaries		1,236		1,248
Employee benefits		428		352
Occupancy expense		139		141
Equipment expense		132		133
Intangible amortization		69		69
Other		790		710
Total noninterest expense		2,794		2,653
Income before income taxes		1,333		1,368
Income taxes		432		364
Minority interest in consolidated subsidiary (earnings) losses		(17)		
Net income	$	884	$	1,004
Per share data				
Net income	$	.39	$	.43
Cash dividends	$	.23	$	.22
Weighted average shares outstanding		2,288,563		2,337,493

The accompanying notes are an integral part of these statements.

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F & M BANK CORP.
Consolidated Balance Sheets
(In Thousands of Dollars)

	March 31, 2009 *(Unaudited)*	December 31, 2008 *(Audited)*
Assets		
Cash and due from banks	$ 4,813	$ 5,687
Federal funds sold	1,458	8,979
Cash and cash equivalents	6,271	14,666
Interest bearing deposits in banks	1,413	1,162
Securities:		
Held to maturity fair value of $110,000 in 2009 and 2008, respectively (note 2)	110	110
Available for sale (note 2)	20,890	22,237
Other investments	9,055	8,439
Loans held for sale	19,717	3,780
Loans held for investment (note 3)	408,766	399,233
Less allowance for loan losses (note 4)	(2,381)	(2,189)
Net loans held for investment	406,385	397,044
Bank premises and equipment	7,396	7,457
Interest receivable	2,065	2,056
Core deposit intangible	529	598
Goodwill	2,670	2,670
Bank owned life insurance	6,375	6,304
Other assets	5,306	5,535
Total assets	$ 488,182	$ 472,058
Liabilities		
Deposits:		
Noninterest bearing	$ 49,449	$ 49,786
Interest bearing:		
Demand	45,385	39,773
Money market accounts	21,752	22,779
Savings	31,841	29,367
Time deposits over $100,000 (note 8)	76,825	63,855
All other time deposits (note 8)	139,071	136,665
Total deposits	364,323	342,225
Short-term debt	13,675	20,510
Accrued liabilities	7,578	7,687

Long-term debt	66,378	65,331
Total liabilities	451,954	435,753
Minority interest in consolidated subsidiary	64	47
Stockholders Equity		
Common stock, $5 par value, 6,000,000 shares authorized, 2,287,375 and 2,289,497 shares issued and outstanding in 2009 and 2008, respectively	11,437	11,447
Retained earnings	27,999	27,687
Accumulated other comprehensive income (loss)	(3,272)	(2,876)
Total stockholders equity	36,164	36,258
Total liabilities and stockholders equity	$ 488,182	$ 472,058

The accompanying notes are an integral part of these statements.

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F & M BANK CORP.
Consolidated Statements of Cash Flows
(In Thousands of Dollars)
(Unaudited)

	Three Months Ended March 31, 2009	Three Months Ended March 31, 2008
Cash flows from operating activities		
Net income	$ 884	$ 1,004
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	158	156
Amortization (accretion) of security premiums (discounts)	11	(12)
Net (increase) decrease in loans held for sale	(15,937)	(7,002)
Provision for loan losses	210	90
Intangible amortization	69	69
(Increase) decrease in interest receivable	(9)	295
Decrease in other assets	357	343
Increase in accrued expenses	(114)	(461)
Gain on security transactions	330	2
Amortization of limited partnership investments	93	121
Income from life insurance investment	(71)	(73)
Net adjustments	(14,903)	(6,472)
Net cash provided by operating activities	(14,019)	(5,468)
Cash flows from investing activities		
Purchase of investments available for sale	(736)	(7,666)
Proceeds from sales of investments available for sale	4	95
Proceeds from maturity of investments available for sale	529	11,403
Proceeds from maturity of investments held to maturity		
Net increase in loans held for investment	(9,552)	(11,033)
Purchase of property and equipment	(97)	(345)
Change in federal funds sold	7,521	(317)
Net (increase) decrease in interest bearing bank deposits	(251)	986
Net cash used in investing activities	(2,582)	(6,877)
Cash flows from financing activities		
Net change in demand and savings deposits	6,722	3,834
Net change in time deposits	15,375	(2,051)
Net change in short-term debt	(6,836)	(1,400)
Cash dividends paid	(528)	(520)
Repurchase of common stock	(54)	(364)
Proceeds from sale of common stock		
Change in federal funds purchased		(2,932)

Proceeds of long-term debt	7,250	16,000
Repayment of long-term debt	(6,202)	(893)
Net cash provided (used) by financing activities	15,727	11,674
Net Increase (Decrease) in Cash and Cash Equivalents	(874)	(671)
Cash and cash equivalents, beginning of period	5,687	8,706
Cash and cash equivalents, end of period	$ 4,813	$ 8,035
Supplemental disclosure		
Cash paid for:		
Interest expense	$ 2,805	$ 2,708
Income taxes		100

The accompanying notes are an integral part of these statements.

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F & M BANK CORP.
Consolidated Statements of Changes in Stockholders Equity
(In Thousands of Dollars)
(Unaudited)

	Three Months Ended March 31, 2009	Three Months Ended March 31, 2008
Balance, beginning of period	$ 36,258	$ 39,165
Comprehensive income		
Net income	884	1,004
Net change in unrealized appreciation on securities available for sale, net of taxes	(396)	(388)
Total comprehensive income	488	616
Issuance of Common Stock		
Repurchase of common stock	(54)	(364)
Dividends declared	(528)	(515)
Balance, end of period	$ 36,164	$ 38,902

The accompanying notes are an integral part of these statements.

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F & M BANK CORP.
Notes to Consolidated Financial Statements

Note 1. Accounting Principles

The consolidated financial statements include the accounts of F & M Bank Corp. and its subsidiaries (the Company). Significant intercompany accounts and transactions have been eliminated in consolidation.

The consolidated financial statements conform to accounting principles generally accepted in the United States and to general industry practices. In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of March 31, 2009 and the results of operations for the three month periods ended March 31, 2009 and March 31, 2008. The notes included herein should be read in conjunction with the notes to financial statements included in the 2008 annual report to stockholders of the F & M Bank Corp.

The Company does not expect the anticipated adoption of any newly issued accounting standards to have a material impact on future operations or financial position.

Note 2. Investment Securities:

The amounts at which investment securities are carried in the consolidated balance sheets and their approximate market values at March 31, 2009 and December 31, 2008 are as follows:

	2009		**2008**	
	Cost	**Market Value**	**Cost**	**Market Value**
Securities held to maturity				
U. S. Treasury and agency obligations	$ 110	$ 110	$ 110	$ 110
Total	$ 110	$ 110	$ 110	$ 110

	2009		**2008**	
	Market Value	**Cost**	**Market Value**	**Cost**
Securities available for sale				
Government sponsored enterprises	$ 10,175	$ 10,002	$ 10,194	$ 10,013
Equity securities	2,222	5,453	3,064	5,430
Mortgage-backed securities	8,140	7,862	8,573	8,391
Corporate Bonds	228	281	281	281
Municipals	125	125	125	125
Total	$ 20,890	$ 23,723	$ 22,237	$ 24,240

Note 3. Loans Held for Investment:

Loans outstanding at March 31, 2009 and December 31, 2008 are summarized as follows:

	2009	**2008**
Real Estate		
Construction	$ 76,068	$ 71,259
Residential	173,720	169,122
Commercial and agricultural	134,933	134,008
Installment loans to individuals	22,126	22,792
Credit cards	1,816	1,940

Other	103	112
Total	$ 408,766	$ 399,233

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F & M BANK CORP.
Notes to Consolidated Financial Statements

Note 4. Allowance for Loan Losses:

A summary of transactions in the allowance for loan losses follows:

	Three Months Ended March 31, 2009	Three Months Ended March 31, 2008
Balance, beginning of period	$ 2,189	$ 1,703
Provisions charged to operating expenses	210	90
Net (charge-offs) recoveries:		
Loan recoveries	12	21
Loan charge-offs	(30)	(283)
Total Net (Charge-Offs) Recoveries*	(18)	(262)
Balance, End of Period	$ 2,381	$ 1,531

* Components of Net (Charge-Offs) Recoveries

Real Estate		
Commercial		258
Installment	18	4
Total	$ 18	$ 262

Note 5. Employee Benefit Plan

The Bank has a qualified noncontributory defined benefit pension plan that covers substantially all of its employees. The benefits are primarily based on years of service and earnings. The following is a summary of net periodic pension costs for the three-month periods ended March 31, 2009 and 2008.

	2009	2008
Service cost	$ 89,700	$ 80,595
Interest cost	68,333	64,054
Expected return on plan assets	(78,428)	(94,178)
Amortization of net obligation at transition		
Amortization of prior service cost	(1,325)	(1,325)
Amortization of net (gain) or loss	31,051	2,947
Net periodic benefit cost	$ 109,331	$ 52,093

Note 6 Fair Value

FASB Statement No. 157, Fair Value Measurements (SFAS No. 157), defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement and enhances disclosure requirements for fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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F & M BANK CORP.
Notes to Consolidated Financial Statements

Note 6 Fair Value, continued

The following sections provide a description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy:

Securities: Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities would include highly liquid government bonds, mortgage products and exchange traded equities. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics, or discounted cash flow. Level 2 securities would include U.S. agency securities, mortgage-backed agency securities, obligations of states and political subdivisions and certain corporate, asset backed and other securities. In certain cases where there is limited activity or less transparency around inputs to the valuation, securities are classified within Level 3 of the valuation hierarchy. Currently, all of the Company s securities are considered to be Level 2 securities.

Impaired Loans: SFAS No. 157 applies to loans measured for impairment using the practical expedients permitted by SFAS No. 114, Accounting by Creditors for Impairment of a Loan, including impaired loans measured at an observable market price (if available), or at the fair value of the loan s collateral (if the loan is collateral dependent). Fair value of the loan s collateral, when the loan is dependent on collateral, is determined by appraisals or independent valuation which is then adjusted for the cost related to liquidation of the collateral.

Other Real Estate Owned: Certain assets such as other real estate owned (OREO) are measured at fair value less cost to sell. We believe that the fair value component in its valuation follows the provisions of SFAS No. 157.

Assets and Liabilities Recorded at Fair Value on a Recurring Basis

The table below presents the recorded amount of assets and liabilities measured at fair value on a recurring basis.

March 31, 2009	**Total**	**Level 1**	**Level 2**	**Level 3**
Investment securities available-for-sale	$20,890	$2,222	$18,668	
Loans held for sale	19,717		19,717	
Impaired loans	2,330		2,330	
Total assets at fair value	44,607	2,222	42,385	
Total liabilities at fair value				

There were no assets or liabilities recorded at fair value on a non-recurring basis.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

F & M Bank Corp. (Company) incorporated in Virginia in 1983, is a one-bank holding company pursuant to section 3(a)(1) of the Bank Holding Company Act of 1956, which provides financial services through its wholly-owned subsidiary Farmers & Merchants Bank (Bank). TEB Life Insurance Company (TEB) and Farmers & Merchants Financial Services (FMFS) are wholly-owned subsidiaries of the Bank. Ownership of TEB was transferred from the Company to the Bank during the first quarter of 2009. The Bank also holds a majority ownership in VBS Mortgage LLC (VBS).

The Bank is a full service commercial bank offering a wide range of banking and financial services through its nine branch offices. TEB reinsures credit life and accident and health insurance sold by the Bank in connection with its lending activities. FMFS provides title insurance, brokerage services and property/casualty insurance to customers of the Bank. VBS provides a variety of mortgage products including FHA, VA and VHDA loans. VBS was founded in Harrisonburg, VA in 1999. VBS has three offices, located in Harrisonburg, Broadway and Roanoke, Virginia.

The Company s primary trade area services customers in Rockingham County, Shenandoah County, Page County and the northern part of Augusta County.

Management s discussion and analysis is presented to assist the reader in understanding and evaluating the financial condition and results of operations of the Company. The analysis focuses on the consolidated financial statements, footnotes, and other financial data presented. The discussion highlights material changes from prior reporting periods and any identifiable trends which may affect the Company. Amounts have been rounded for presentation purposes. This discussion and analysis should be read in conjunction with the Consolidated Financial Statements and the Notes to the Consolidated Financial Statements presented in Item 1, Part 1 or this Form 10Q.

Forward-Looking Statements

Certain statements in this report may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that include projections, predictions, expectations or beliefs about future events or results or otherwise are not statements of historical fact. Such statements are often characterized by the use of qualified words (and their derivatives) such as expect, believe, estimate, plan, project, or other statements concerning opinions or judgment of the Company and its management about future events.

Although the Company believes that its expectations with respect to certain forward-looking statements are based upon reasonable assumptions within the bounds of its existing knowledge of its business and operations, there can be no assurance that actual results, performance or achievements of the Company will not differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Actual future results and trends may differ materially from historical results or those anticipated depending on a variety of factors, including, but not limited to, the effects of and changes in: general economic conditions, the interest rate environment, legislative and regulatory requirements, competitive pressures, new products and delivery systems, inflation, changes in the stock and bond markets, technology, and consumer spending and savings habits.

We do not update any forward-looking statements that may be made from time to time by or on behalf of the Company.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Critical Accounting Policies

General

The Company s financial statements are prepared in accordance with accounting principles generally accepted in the United States (GAAP). The financial information contained within the statements is, to a significant extent, financial information that is based on measures of the financial effects of transactions and events that have already occurred. A variety of factors could affect the ultimate value that is obtained either when earning income, recognizing an expense, recovering an asset or relieving a liability. The Company uses historical loss factors as one factor in determining the inherent loss that may be present in its loan portfolio. Actual losses could differ significantly from the historical factors that are used. The fair value of the investment portfolio is based on period end valuations but changes daily with the market. In addition, GAAP itself may change from one previously acceptable method to another method. Although the economics of these transactions would be the same, the timing of events that would impact these transactions could change.

Allowance for Loan Losses

The allowance for loan losses is an estimate of the losses that may be sustained in the loan portfolio. The allowance is based on two basic principles of accounting: (i) Statement of Financial Accounting Standard (SFAS) No. 5, Accounting for Contingencies*,* which requires that losses be accrued when they are probable of occurring and estimable and (ii) SFAS No. 114, Accounting by Creditors for Impairment of a Loan*,* which requires that losses be accrued based on the differences between the value of collateral, present value of future cash flows or values that are observable in the secondary market and the loan balance.

Goodwill and Intangibles

In June 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard (SFAS) No. 141, *Business Combinations* and SFAS No. 142, *Goodwill and Other Intangible Assets*. SFAS No. 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001. Additionally, it further clarifies the criteria for the initial recognition and measurement of intangible assets separate from goodwill. SFAS No. 142 is effective for fiscal years beginning after December 15, 2001 and prescribes the accounting for goodwill and intangible assets subsequent to initial recognition. The provisions of SFAS No. 142 discontinue the amortization of goodwill and intangible assets with indefinite lives. Instead, these assets will be subject to at least an annual impairment review and more frequently if certain impairment indicators are in evidence. SFAS No. 142 also requires that reporting units be identified for the purpose of assessing potential future impairments of goodwill.

Core deposit intangibles are amortized on a straight-line basis over ten years. The Company adopted SFAS 147 on January 1, 2002 and determined that the core deposit intangible will continue to be amortized over the estimated useful life.

Securities Impairment

The Company evaluates each of its investments in securities, debt and equity, under guidelines contained in SFAS 115, *Accounting for Certain Investments in Debt and Equity Securities.* These guidelines require the Company to determine whether a decline in value below original cost is other than temporary. In making its determination, management considers current market conditions, historical trends in the individual securities, and historical trends in the total market. Expectations are developed regarding potential returns from dividend reinvestment and price appreciation over a reasonable holding period (five years).

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Overview

Net income for the first quarter of 2009 was $884,000 or $.39 per share, compared to $1,004,000 or $.43 in the first quarter of 2008, a decrease of 11.95%. Core operating earnings, (exclusive of non-recurring items) totaled $1,067,000 in 2009 and $982,000 in 2008, an increase of 8.66%. During the first quarter, noninterest income, exclusive of securities transactions, decreased 2.3% and noninterest expense increased 5.3% during the same period.

Results of Operations

The 2009 year to date tax equivalent net interest margin increased $553,000 or 15.83% compared to the same period in 2008. The yield on earning assets decreased .86%, while the cost of funds decreased .72% compared to the same period in 2008. These decreases resulted as maturing assets and liabilities continued to reprice at lower rates. In response to the economic slowdown, the Federal Reserve s Federal Open Market Committee (FOMC) began lowering short-term interest rates in September 2007. As of March 31, 2009, the FOMC had lowered the Federal Funds Rate to an historic low of 0 to 25 BP. The Prime Rate, which typically tracks at 3.00% above the Federal Funds Rate, currently stands at 3.25%

The Interest Sensitivity Analysis on page 17 indicates the Company is in a liability sensitive position in the one year time horizon, the recent decrease in rates and asset growth has resulted in a .33% decrease in the net interest margin compared to the same period in 2008. This has resulted due to the fact that a large portion of rate sensitive liabilities (primarily interest bearing demand deposits and savings) have reached a virtual rate floor (due to the current level of market rates), while rate sensitive assets continue to reprice at lower rates.

A schedule of the net interest margin for 2009 and 2008 can be found in Table I on page 16.

Noninterest income, exclusive of securities transactions, decreased $33,000 or 4.83% through March 31, 2009. Items contributing to the decrease include an $18,000 decrease in service charges, a $55,000 decrease in secondary market fee income offset by $39,000 of income from VBS Mortgage, Inc. income.

Noninterest expense increased $141,000 in 2009. The increase is the result of a $64,000 increase in salaries and benefits expense (4.0%). The increase in salaries and benefits includes normal salary increases, growth in staff and increased pension expense . Exclusive of personnel expenses, other noninterest expenses increased at an annualized rate of 7.3% in 2009 compared to 2008. Areas that increased include a $50,000 increase in the FDIC Assessment and a $30,000 increase in data processing expense. The increase in FDIC Assessment is due to the growth of the Bank as well as the expiration of credits that were still in place in 2008. Data processing increased due to some reclassification of expenses as well as new systems. Operating costs continue to compare very favorably to the peer group. As stated in the most recently available Bank Holding Company Performance Report, the Company s and peer group noninterest expenses averaged 2.60% and 3.44% of average assets, respectively. The Company s operating costs have always compared favorably to the peer group due to an excellent asset to employee ratio and below average facilities costs.

Financial Condition

Federal Funds Sold and Interest Bearing Bank Deposits

The Company s subsidiary bank invests a portion of its excess liquidity in either federal funds sold or interest bearing bank deposits. Federal funds sold offer daily liquidity and pay market rates of interest that at quarter end was benchmarked at 0% to .25% by the Federal Reserve. Actual rates received vary slightly based upon money supply and demand among banks. Interest bearing bank deposits are held either in money market accounts or as short-term certificates of deposits. Combined balances in fed funds sold and interest bearing bank deposits have decreased due to growth in the loan portfolio.

Securities

The Company s securities portfolio serves several purposes. Portions of the portfolio are held to assist the Company with liquidity, asset liability management, as security for certain public funds and repurchase agreements and for long-term growth potential.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations (Continued)

The securities portfolio consists of investment securities (commonly referred to as securities held to maturity) and securities available for sale. Securities are classified as investment securities when management has the intent and ability to hold the securities to maturity. Investment securities are carried at amortized cost. Securities available for sale include securities that may be sold in response to general market fluctuations, liquidity needs and other similar factors. Securities available for sale are recorded at market value. Unrealized holding gains and losses on available for sale securities are excluded from earnings and reported (net of deferred income taxes) as a separate component of shareholders equity.

As of March 31, 2009, the cost of securities available for sale exceeded their market value by $2,503,000. This includes decreases in value in the equity securities portfolio held by the Company and an increase in the value of government obligations held by the Bank. Management has traditionally held debt securities (regardless of classification) until maturity and thus it does not expect the fluctuations in value of these securities to have a direct impact on earnings.

Investments in debt securities were virtually unchanged in 2009. The portfolio is made up of primarily agency and mortgage-backed securities with an average portfolio life of approximately two years. This short average life results in less portfolio volatility and positions the Bank to redeploy assets in response to rising rates. Scheduled maturities for the second quarter of 2009 total $7,089,000 and these bonds have an average yield of approximately 5.24%. Based on current market rates, as these bonds mature, the funds will be reinvested at rates that are significantly lower.

The Company s equity securities portfolio was $2,954,000 below cost at March 31, 2009. The decrease in the value of the equities portfolio is spread over a number of asset sectors including holdings in the financial sector. To minimize risk the Company holds a diversified portfolio of equity investments in a number of large, regional financial institutions and a variety of other predominantly blue-chip securities. Management continues to believe that these investments offer adequate current returns (dividends) and have the potential for future increases in value.

A review of these investments as of March 31, 2009, revealed several securities that were impaired as of quarter end resulting in a write down of securities for book purposes of $330,000, or $218,000 net of deferred tax. Management continues to re-evaluate the portfolio for impairment on a quarterly basis.

Loan Portfolio

The Company operates in a predominately rural area that includes the counties of Rockingham, Page and Shenandoah in the western portion of Virginia. The local economy benefits from a variety of businesses including agri-business, manufacturing, service businesses and several universities and colleges. The Bank is an active residential mortgage and residential construction lender and generally makes commercial loans to small and mid size businesses and farms within its primary service area.

The allowance for loan losses (see subsequent section) provides for the risk that borrowers will be unable to repay their obligations and is reviewed quarterly for adequacy. The risk associated with real estate and installment notes to individuals is based upon employment, the local and national economies and consumer confidence. All of these affect the ability of borrowers to repay indebtedness. The risk associated with commercial lending is substantially based on the strength of the local and national economies.

While lending is geographically diversified within the service area, the Company does have loan concentrations in agricultural (primarily poultry farming), construction, hotels, churches, assisted living facilities and the aforementioned mortgage participations. Management and the Board of Directors review these concentrations quarterly. The first three months of 2009 resulted in a increase of $9,533,000 in the Bank s core loan portfolio.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Nonperforming loans include nonaccrual loans, loans 90 days or more past due and restructured loans. Nonaccrual loans are loans on which interest accruals have been suspended or discontinued permanently. Restructured loans are loans which have had the original interest rate or repayment terms changed due to financial hardship. Nonperforming loans totaled $4,961,000 at March 31, 2009 compared to $4,766,000 at December 31, 2008. Approximately 87% of these past due loans are secured by real estate. Although the potential exists for some loan losses, management believes the bank is generally well secured and continues to actively work with its customers to effect payment. As of March 31, 2009, the Company does not hold any real estate which was acquired through foreclosure.

The following is a summary of information pertaining to risk elements and impaired loans:

	March 31, 2009	December 31, 2008
Nonaccrual loans	$ 1,518	$ 1,374
Loans past due 90 days or more and still accruing interest	3,443	3,392
	$ 4,961	$ 4,766
As a percentage of loans held for investment	1.21%	1.19%

Allowance for Loan Losses

Management evaluates the allowance for loan losses on a quarterly basis in light of national and local economic trends, changes in the nature and volume of the loan portfolio and the trend of past due and criticized loans. Specific factors evaluated include internally generated loan review reports, past due reports, historical loan loss experience and changes in the financial strength of individual borrowers that have been included on the Banks watch list or schedule of classified loans.

In evaluating the portfolio, loans are segregated into loans with identified potential losses and pools of loans by type (commercial, residential, consumer, credit cards). Loans with identified potential losses include examiner and bank classified loans. Classified relationships in excess of $100,000 are reviewed individually for impairment under FAS 114. A variety of factors are taken into account when reviewing these credits including borrower cash flow, payment history, fair value of collateral, company management, the industry in which the borrower is involved and economic factors. Loan relationships that are determined to have no impairment are placed back into the appropriate loan pool and reviewed under FAS 5.

Loan pools are further segmented into watch list, past due over 90 days and all other loans by type. Watch list loans include loans that are 60 days past due, and may include restructured loans, borrowers that are highly leveraged, loans that have been upgraded from classified or loans that contain policy exceptions (term, collateral coverage, etc.). Loss estimates on these loans reflect the increased risk associated with these assets due to any of the above factors. The past due pools contain loans that are currently 90 days or more past due. Loss rates assigned reflect the fact that these loans bear a significantly higher risk of charge-off. Loss rates vary by loan type to reflect the likelihood that collateral values will offset a portion of the anticipated losses.

The remainder of the portfolio falls into pools by type of homogenous loans that do not exhibit any of the above described weaknesses. Loss rates are assigned based on historical loss rates over the prior five years. A multiplier has been applied to these loss rates to reflect the time for loans to season within the portfolio and the inherent imprecision of these estimates.

All potential losses are evaluated within a range of low to high. An unallocated reserve has been established to reflect other unidentified losses within the portfolio. This helps to offset the increased risk of loss associated with fluctuations in past due trends, changes in the local and national economies, and other unusual events. The Board approves the loan loss provision for the following quarter based on this evaluation and an effort is made to keep the actual allowance at or above the midpoint of the range established by the evaluation process.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations (Continued)

The allowance for loan losses of $2,381,000 at March 31, 2009 is equal to .58% of loans held for investment. This compares to an allowance of $2,189,000 (.55%) at December 31, 2008. Management has funded the allowance a total of $210,000 in the first quarter of 2009. Total charge-offs exceed recoveries by $18,000 year to date, annualized this equates to a loss rate of slightly less than .02%. In recent years, the company has had an average loss rate of .08% which is approximately one half the loss rate of its peer group.

The overall level of the allowance is well below its peer group average. Management feels this is appropriate based on its loan loss history and the composition of its loan portfolio; the current allowance for loan losses is equal to approximately seven years of average loan losses. Based on historical losses, delinquency rates, collateral values of delinquent loans and a thorough review of the loan portfolio, management is of the opinion that the allowance for loan losses fairly states the estimated losses in the current portfolio.

Deposits and Other Borrowings

The Company s main source of funding is comprised of deposits received from individuals, governmental entities and businesses located within the Company s service area. Deposit accounts include demand deposits, savings, money market and certificates of deposit. Total deposits have increased $22,098,000 since December 31, 2008. Time deposits increased $15,375,000 during this period while demand deposits and savings deposits increased $6,723,000. The increase in certificates of deposit increased as a result of non-local certificates (gathered through an online listing service used by other banks and credit unions) and as a result of the Bank s membership in the CDARS program. CDARS (Certificate of Deposit Account Registry Service) is a program that allows the bank to accept customer deposits in excess of FDIC limits and through reciprocal agreements with other network participating banks offer FDIC insurance up to as much as $50 million in deposits. The CDARS program also allows the Bank to purchase funds through its One-Way Buy program. At year end the Bank had obtained a total of $25,827,000 in CDARS funding.

Short-term debt

Short-term debt consists of federal funds purchased, commercial repurchase agreements (repos.) and daily rate credit from the Federal Home Loan Bank (FHLB). Commercial customers deposit operating funds into their checking account and by mutual agreement with the bank their excess funds are swept daily into the repurchase accounts. These accounts are not considered deposits and are not insured by the FDIC. The Bank pledges securities held in its investment portfolio as collateral for these short-term loans. Federal funds purchased are overnight borrowings obtained from the Bank s primary correspondent bank to manage short-term liquidity needs. Daily rate credit from the FHLB has been used to finance loans held for sale and also to finance the increase in short-term residential and commercial construction loans.

Long-term debt

Borrowings from the Federal Home Loan Bank of Atlanta (FHLB) continue to be an important source of funding real estate loan growth. The Company s subsidiary bank borrows funds on a fixed rate basis. These borrowings are used to fund either a fifteen-year fixed rate loan or a twenty-year loan, of which the first ten years have a fixed rate. This program allows the Bank to match the maturity of its fixed rate real estate portfolio with the maturity of its debt and thus reduce its exposure to interest rate changes. Scheduled repayments totaled $6,202,000 through March 31, 2009. Additional borrowings of $7,250,000 were obtained to refinance maturing debt at more favorable longer term rates.

In March 2008, the Company entered into an agreement with a correspondent bank (Silverton Bank) to provide a $5 million line of credit to be used for general corporate purposes, including capital contributions to the Bank and for the current stock repurchase program. The loan is unsecured and bears a rate of prime minus 1.25%. At March, 31, 2009, $5 million was owed on this line of credit. In September 2008 the Company entered into an agreement with Page Valley Bank to provide a $1 million term loan to be used for a capital contribution to the Bank. The loan is unsecured and bears a rate of prime. Repayment terms include quarterly payments of $250,000 plus interest beginning in December.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Capital

The Company seeks to maintain a strong capital base to expand facilities, promote public confidence, support current operations and grow at a manageable level. As of March 31, 2009, the Company s total risk based capital and total capital to total assets ratios were 9.71% and 7.05%, respectively. Both ratios are in excess of regulatory minimums. For the same period, Bank only total risked based capital and total capital to total assets ratios were 10.50% and 7.70%, respectively.

Liquidity

Liquidity is the ability to meet present and future financial obligations through either the sale or maturity of existing assets or the acquisition of additional funds through liability management. Liquid assets include cash, interest-bearing deposits with banks, federal funds sold, investments and loans maturing within one year. The Company s ability to obtain deposits and purchase funds at favorable rates determines its liquidity exposure. As a result of the Company s management of liquid assets and the ability to generate liquidity through liability funding, management believes that the Company maintains overall liquidity sufficient to satisfy its depositors requirements and meet its customers credit needs.

Additional sources of liquidity available to the Company include, but are not limited to, loan repayments, the ability to obtain deposits through the adjustment of interest rates and the purchasing of federal funds. To further meet its liquidity needs, the Company also maintains lines of credit with correspondent financial institutions. The Company s subsidiary bank also has a line of credit with the Federal Home Loan Bank of Atlanta that allows for secured borrowings.

Interest Rate Sensitivity

In conjunction with maintaining a satisfactory level of liquidity, management must also control the degree of interest rate risk assumed on the balance sheet. Managing this risk involves regular monitoring of interest sensitive assets relative to interest sensitive liabilities over specific time intervals. The Company monitors its interest rate sensitivity periodically and makes adjustments as needed. There are no off balance sheet items that will impair future liquidity.

As of March 31, 2009, the Company had a cumulative Gap Rate Sensitivity Ratio of (3.97%) for the one year repricing period. This generally indicates that earnings would decrease in an increasing interest rate environment as liabilities reprice more quickly than assets. However, in actual practice, this may not be the case as loans tied to the prime rate of interest will reprice immediately with an increase in short term market rates, while deposit rates will remain stable until competitive market conditions dictate the necessity for an increase in rates. Management constantly monitors the Company s interest rate risk and has decided the current position is acceptable for a well-capitalized community bank.

A summary of asset and liability repricing opportunities is shown in Table II, on page 17.

Stock Repurchase

On September 18, 2008, the Company s Board of Directors approved an increase in the number of shares of common stock that the Company can repurchase under the share repurchase program from 150,000 to 200,000 shares. Shares repurchased through March 31, 2009 total 164,132; of this amount, 2,122 shares were repurchased in 2009, at an average cost of $25.58 per share.

Effect of Newly Issued Accounting Standards

The Company does not believe that any newly issued but as yet unapplied accounting standards will have a material impact on the Company s financial position or operations.

Existence of Securities and Exchange Commission Web Site

The Securities and Exchange Commission maintains a Web site that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Commission, including F & M Bank Corp. and the address is (http: //www.sec.gov).

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TABLE 1

F & M BANK CORP.
Net Interest Margin Analysis
(on a fully taxable equivalent basis)
(Dollar Amounts in Thousands)

	Three Months Ended March 31, 2009			Three Months Ended March 31, 2008		
	Average Balance[2]	Income/ Expense	Rates	Average Balance[2]	Income/ Expense	Rates
Interest income						
Loans held for investment[1,2]	$ 403,984	$ 6,219	6.16%	$ 322,204	$ 5,585	6.95%
Loans held for sale	23,204	227	3.91%	1,725	21	4.88%
Federal funds sold	2,089	1	.19%	2,418	16	2.65%
Interest bearing deposits	1,306	13	3.98%	4,237	53	5.02%
Investments						
Taxable [3]	18,304	225	4.92%	21,174	287	5.42%
Partially taxable	2,902	59	8.13%	5,887	132	8.97%
Tax exempt [2,3]	125	3	9.70%	250	3	4.80%
Total earning assets	$ 451,914	$ 6,747	5.97%	$ 357,895	$ 6,097	6.83%
Interest Expense						
Demand deposits	63,884	234	1.47%	56,397	218	1.55%
Savings	30,168	63	.84%	28,690	73	1.02%
Time deposits	209,334	1,772	3.39%	165,042	1,832	4.45%
Short-term debt	20,246	28	.55%	10,731	77	2.88%
Long-term debt	70,785	604	3.41%	41,197	404	3.93%
Total interest bearing liabilities	$ 394,417	$ 2,701	2.74%	$ 302,057	$ 2,604	3.46%
Net interest margin [1]		$ 4,046			$ 3,493	
Net yield on interest earning assets			3.58%			3.91%

1 Interest income on loans includes loan fees.

2 An incremental income tax rate

of 34% was used to calculate the tax equivalent income on nontaxable and partially taxable investments and loans.

[3] Average balance information is reflective of historical cost and has not been adjusted for changes in market value.

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TABLE II

F & M BANK CORP.
Interest Sensitivity Analysis
March 31, 2009
(In Thousands of Dollars)

The following table presents the Company s interest sensitivity.

	0 - 3 Months	**4 - 12 Months**	**1 - 5 Years**	**Over 5 Years**	**Not Classified**	**Total**
Uses of funds						
Loans						
Commercial	$ 100,778	$ 15,258	$ 87,281	$ 7,055	$	$ 210,372
Installment	8,946	1,363	9,662	2,363		22,334
Real estate for investments	36,194	16,348	101,732	19,970		174,244
Real estate held for sale	19,717					19,717
Credit cards	1,816					1,816
Federal funs sold	1,458					1,458
Interest bearing bank deposits	1,017	396				1,413
Investment securities	2,329	2,309	6,129	7,783	2,450	21,000
Total	172,255	35,674	204,804	37,171	2,450	452,354
Sources of funds						
Interest bearing demand deposits		19,953	38,107	9,077		67,137
Savings deposits		6,368	19,105	6,368		31,841
Certificates of deposit $100,000 and over	19,112	35,110	22,603			76,825
Other certificates of deposit	21,854	55,920	61,296			139,070
Short-term borrowings	13,675					13,675
Long-term borrowings	36,021	17,857	12,500			66,378
Total	$ 90,662	$ 135,208	$ 153,611	$ 15,445	$	$ 394,926
Discrete Gap	81,593	(99,534)	51,193	21,726	2,450	57,428
Cumulative Gap	81,593	(17,941)	33,252	54,978	57,428	
Ratio of Cumulative Gap to Total Earning Assets	18.04%	(3.97%)	7.35%	12.15%	12.70%	

Table II reflects the earlier of the maturity or repricing dates for various assets and liabilities as of March 31, 2009. In preparing the above table, no assumptions were made with respect to loan prepayments. Loan principal payments are included in the earliest period in which the loan matures or can reprice. Principal payments on installment loans scheduled prior to maturity are included in the period of maturity or repricing. Proceeds from the redemption of investments and deposits are included in the period of maturity. Estimated maturities of deposits, which have no stated maturity dates, were derived from guidance contained in FDICIA 305.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not Applicable

Item 4T. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As a result of the enactment of the Sarbanes-Oxley Act of 2002, issuers such as F & M Bank Corp. that file periodic reports under the Securities Exchange Act of 1934 (the Act) are required to include in those reports certain information concerning the issuer s controls and procedures for complying with the disclosure requirements of the federal securities laws. These disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports it files or submits under the Act, is communicated to the issuer s management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

We have established our disclosure controls and procedures to ensure that material information related to the Company is made known to our principal executive officers and principal financial officer on a regular basis, in particular during the periods in which our quarterly and annual reports are being prepared. These disclosure controls and procedures consist principally of communications between and among the Chief Executive Officer and the Chief Financial Officer, and the other executive officers of the Company and its subsidiaries to identify any new transactions, events, trends, contingencies or other matters that may be material to the Company s operations. As required, we will evaluate the effectiveness of these disclosure controls and procedures on a quarterly basis, and most recently did so as of the end of the period covered by this report.

The Company s Chief Executive Officer and Chief Financial Officer, based on their evaluation as of the end of the period covered by this quarterly report of the Company s disclosure controls and procedures (as defined in Rule 13(a)-14(e) of the Securities Exchange Act of 1934), have concluded that the Company s disclosure controls and procedures are adequate and effective for purposes of Rule 13(a)-14(e) and timely, alerting them to financial information relating to the Company required to be included in the Company s filings with the Securities and Exchange Commission under the Securities Exchange Act of 1934.

Changes in Internal Controls

Due to the nature of the Company s business as stewards of assets of customers; internal controls are of the utmost importance. The Company has established procedures during the normal course of business to reasonably ensure that fraudulent activity of either a material amount to these results or in any amount is not occurring. In addition to these controls and review by executive officers, the Company retains the services of an internal auditor to complete regular audits, which examine the processes and procedures of the Company and the Bank to ensure that these processes are reasonably effective to prevent internal or external fraud and that the processes comply with relevant regulatory guidelines of all relevant banking authorities. The findings of the internal auditor are presented to management of the Bank and to the Audit Committee of the Company.

Part II Other Information

Item 1.	Legal Proceedings	Not Applicable
Item 1a.	Risk Factors There have been no material changes from the risk factors previously disclosed in Item 1a of the Corporation s Form 10k filed on March 26, 2009.	
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	Not Applicable
Item 3.	Defaults Upon Senior Securities	Not Applicable
Item 4.	Submission of Matters to a Vote of Security Holders	Not Applicable
Item 5.	Other Information	Not Applicable
Item 6.	Exhibits	

(a) **Exhibits**

3 i Restated Articles of Incorporation of F & M Bank Corp. are incorporated by reference to Exhibits to F & M Bank Corp. s 2001 Form 10K filed March 1, 2002.

3 ii Amended and Restated Bylaws of F & M Bank Corp. are incorporated by reference to Exhibits to F & M Bank Corp. s Form 10K filed March 1, 2002.

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) (filed herewith).

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) (filed herewith).

32 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sabanes-Oxley Act of 2002 (filed herewith).

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

F & M BANK CORP.

/s/ DEAN W. WITHERS
Dean W. Withers
President and Chief Executive Officer

/s/ NEIL W. HAYSLETT
Neil W. Hayslett
Executive Vice President and Chief
Financial Officer

May 11, 2009

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