

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2013-01-28**
SEC Accession No. [0000894671-13-000002](#)

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SUBJECT COMPANY

OHIO VALLEY BANC CORP

CIK:[894671](#) | IRS No.: [311359191](#) | State of Incorporation: **OH** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: [005-44084](#) | Film No.: [13552229](#)
SIC: **6022** State commercial banks

Mailing Address
420 THIRD AVENUE
PO BOX 240
GALLIPOLIS OH 45631

Business Address
420 THIRD AVE
GALLIPOLIS OH 45631
7404462631

FILED BY

OHIO VALLEY BANK Co

CIK:[1513044](#) | IRS No.: [314271820](#) | State of Incorporation: **OH** | Fiscal Year End: **1231**
Type: **SC 13G/A**

Mailing Address
420 THIRD AVENUE, P.O.
BOX 240
GALLIPOLIS OH 45631

Business Address
420 THIRD AVENUE, P.O.
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GALLIPOLIS OH 45631
740-446-2631

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Ohio Valley Banc Corp.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

677719106
(CUSIP Number)

December 31, 2012
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

Ohio Valley Banc Corp. Employees' Stock Ownership Plan and Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY EACH
REPORTING PERSON
WITH

6 SHARED VOTING POWER

-0-

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

280,028

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

280,028

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.89 %

12 TYPE OF REPORTING PERSON*

EP

1 NAMES OF REPORTING PERSONS

The Ohio Valley Bank Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio

5 SOLE VOTING POWER

12,228

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY EACH
REPORTING PERSON
WITH

6 SHARED VOTING POWER

-0-

7 SOLE DISPOSITIVE POWER

12,228

8 SHARED DISPOSITIVE POWER

280,028

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

292,256

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.19%

12 TYPE OF REPORTING PERSON*

BK

Item 1(a). _____ Name of Issuer:

Ohio Valley Banc Corp.

Item 1(b). _____ Address of Issuer's Principal Executive Offices:

Item 4. Ownership:

The Ohio Valley Banc Corp. Employees' Stock Ownership Plan and Trust

(a) Amount Beneficially Owned:

280,028

(b) Percent of Class:

6.89%

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: -0-
 - (ii) shared power to vote or to direct the vote: -0-
 - (iii) sole power to dispose or to direct the disposition of: -0-
 - (iv) shared power to dispose or to direct the disposition of: 280,028

The Ohio Valley Bank Company

-
- (a) Amount Beneficially Owned:
 - 292,256
 - (b) Percent of Class:
 - 7.19%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 12,228
 - (ii) shared power to vote or to direct the vote: -0-
 - (iii) sole power to dispose or to direct the disposition of: 12,228
 - (iv) shared power to dispose or to direct the disposition of: 292,256

At December 31, 2012, there were 280,028 common shares of Ohio Valley Banc Corp. owned by the Ohio Valley Banc Corp. Employees' Stock Ownership Plan and Trust (the "Plan"). The Ohio Valley Bank Company (the "Bank") is the trustee of the Plan. Under the terms of the Plan and applicable law, the trustee votes all shares allocated to the accounts of participants as directed by the participants to whose accounts such shares have been allocated. With respect to unallocated shares and allocated shares with respect to which no instructions have been received, the trustee shall vote such shares in the trustee's discretion. As of December 31, 2012, all 280,028 shares in the Plan were allocated to the accounts of plan participants.

The trustee has limited power to dispose of the Plan shares, as set forth in the Plan, such as in order to pay participants or to diversify accounts at participant direction or if no funds are otherwise provided to pay expenses of the Plan, or as may be required by law to fulfill the trustee's fiduciary duty. The trustee is directed by the Plan to invest Plan assets primarily in shares of Ohio Valley Banc Corp.

The Bank also holds additional shares as trustee of various other trusts.

Item 5. Ownership of Five Percent or Less of a Class:

Inapplicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Inapplicable

Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

OHIO VALLEY BANC CORP.
EMPLOYEES' STOCK OWNERSHIP PLAN AND TRUST

By: The Ohio Valley Bank Company, Trustee

January 28, 2013
Date

By: /s/ Richard D. Scott – VP, Trust
Richard D. Scott – VP, Trust

THE OHIO VALLEY BANK COMPANY

January 28, 2013
Date

By: /s/ Scott W. Shockey - CFO
Scott W. Shockey - CFO

EXHIBIT A

AGREEMENT FOR JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that the Schedule 13G being filed with the Securities and Exchange Commission to report their beneficial ownership of more than 5% of the common shares of Ohio Valley Banc Corp., an Ohio corporation, shall be, and is, filed on behalf of each of the undersigned.

OHIO VALLEY BANC CORP.
EMPLOYEES' STOCK OWNERSHIP PLAN AND TRUST

Trustee

By: The Ohio Valley Bank Company,

January 28, 2013
Date

By: /s/ Richard D. Scott – VP, Trust
Richard D. Scott – VP, Trust

THE OHIO VALLEY BANK COMPANY

January 28, 2013
Date

By: /s/ Scott W. Shockey - CFO
Scott W. Shockey - CFO