

Kelley Scot A.
Form 4
March 23, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Kelley Scot A.

2. Issuer Name and Ticker or Trading Symbol
PREMIER FINANCIAL BANCORP INC [PFBI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP Credit Administration

C/O PREMIER FINANCIAL BANCORP, INC., 2883 5TH AVENUE

(Street)

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

HUNTINGTON, WV 25702

(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)
PFBI Common Stock				(A) or (D) Price	1,318.167	D	

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

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.47	03/21/2012		A	6,500	(1) 03/21/2022	PFBI Common	6,500
Employee Stock Option (Right to Buy)	\$ 6.95					(2) 03/16/2021	PFBI Common	6,000
Employee Stock Option (Right to Buy)	\$ 8.9					(3) 03/17/2020	PFBI Common	2,000
Employee Stock Option (Right to Buy)	\$ 6.55					(4) 02/18/2019	PFBI Common	1,650
Employee Stock Option (Right to Buy)	\$ 12.92					(5) 02/20/2018	PFBI Common	1,500
Employee Stock Option (Right to Buy)	\$ 14.22					(6) 01/17/2017	PFBI Common	1,500
Employee Stock	\$ 16					(7) 02/15/2016	PFBI Common	1,000

Option
(Right to
Buy)

Employee
Stock

Option \$ 11.62
(Right to
Buy)

(8) 01/19/2015 PFBI
Common 1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelley Scot A. C/O PREMIER FINANCIAL BANCORP, INC. 2883 5TH AVENUE HUNTINGTON, WV 25702			VP Credit Administration	

Signatures

/s/ Scot A.
Kelley 03/23/2012

__Signature of Date
Reporting Person

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) Options vest in three equal annual installments beginning on 03/21/2013.
- (2) Options vest in three equal annual installments beginning on 03/16/2012.
- (3) Options vest in three equal annual installments beginning on 03/17/2011.
- (4) Options vested over three-year period from 02/18/2009 grant date and were fully vested on 02/18/2012.
- (5) Options vested over three-year period from 02/20/2008 grant date and were fully vested on 02/20/2011.
- (6) Options vested over three year period from 01/17/2007 grant date and were fully vested on 01/17/2010.
- (7) Options vested over three year period from 02/15/2006 grant date and were fully vested on 02/15/2009.
- (8) Options vested over three-year period from 01/19/2005 grant date and were fully vested on 01/19/2008.

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.