

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
STAFFORD WILLIAM P II			FIRST COMMUNITY BANKSHARES INC /VA/ [FCBC]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
PO BOX 989			5/29/2024					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
BLUEFIELD, VA 24605						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK								204,828	D	
COMMON STOCK								2,866	I	By Brewster Morhous Money Purchase Pension Plan
COMMON STOCK								2,688 (1)	I	By Employee Stock Ownership & Savings Plan

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
RESTRICTED STOCK UNITS	(2)							(3)	(3)	COMMON STOCK	4,827		4,827	D	
RESTRICTED STOCK UNITS	(4)							(3)	(3)	COMMON STOCK	5,546		5,546	D	
RESTRICTED STOCK UNITS	(5)	5/29/2024		A		4,296		(3)	(3)	COMMON STOCK	4,296	\$0	4,296	D	
STOCK OPTION	\$33							3/31/2022 (6)	3/19/2031	COMMON STOCK	11,702		11,702	D	

Explanation of Responses:

- (1) Shares were acquired due to nondiscretionary company contribution and allocation under 401(k) plan as well as quarterly dividend reinvestment.
- (2) Each restricted stock unit represents a contingent right to receive one share of First Community Bankshares Inc. common stock, or at the reporting persons

election, the cash value thereof. The restricted stock units cliff vest on May 24, 2025 based on First Community Bankshares, Inc. satisfaction of certain performance criteria for the three years ending March 31, 2025 and the continued employment of the reporting person.

- (3) The restricted stock units vest in three years.
- (4) Each restricted stock unit represents a contingent right to receive one share of First Community Bankshares Inc. common stock, or at the reporting persons election, the cash value thereof. The restricted stock units cliff vest on May 23, 2026 based on First Community Bankshares, Inc. satisfaction of certain performance criteria for the three years ending March 31, 2026 and the continued employment of the reporting person.
- (5) Each restricted stock unit represents a contingent right to receive one share of First Community Bankshares Inc. common stock, or at the reporting persons election, the cash value thereof. The restricted stock units cliff vest on May 29, 2027 based on First Community Bankshares, Inc. satisfaction of certain performance criteria for the three years ending March 31, 2027 and the continued employment of the reporting person.
- (6) Stock options vest in three equal installments over three years beginning with 03/31/2022.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAFFORD WILLIAM P II PO BOX 989 BLUEFIELD, VA 24605			Chief Executive Officer	

Signatures

William P. Stafford, II by: Sarah W. Harmon (His Attorney-in-Fact)

5/31/2024

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.