

FIRST NATIONAL CORP /VA/
Form 10KSB/A
March 31, 2004

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

FORM 10-KSB/A
(Amendment No. 1)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2003

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-23976

FIRST NATIONAL CORPORATION

(Name of small business issuer in its charter)

Virginia

54-1232965

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(State or other jurisdiction of incorporation or organization)

112 West King Street, Strasburg, Virginia

(Address of principal executive offices)

(I.R.S. Employer Identification No.)

22657

(Zip Code)

(540) 465-9121

(Issuer's telephone number, including area code)

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act: Common Stock, \$2.50 par value

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 [] No []

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. []

The issuer's revenues for the most recent fiscal year: \$21,363,111

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the closing sales price on March 12, 2004 was \$51,903,201.

The number of outstanding shares of common stock as of March 12, 2004 was 1,462,062.

DOCUMENTS INCORPORATED BY REFERENCE

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2003 Annual Report to Shareholders Part II

Proxy Statement for the 2004 Annual Meeting of Shareholders Part III

Part III

Item 13. Exhibits, List and Reports on Form 8-K

(a)

The following documents are attached hereto or incorporated herein by reference as Exhibits:

3.1

Articles of Incorporation, including amendments thereto (incorporated herein by reference to Exhibit 2 to the Corporation's Form 10 filed with the SEC on May 2, 1994).

3.2

Bylaws (restated in electronic format to reflect all amendments through February 4, 2004).*

4.1

Specimen of Common Stock Certificate (incorporated herein by reference to Exhibit 1 to the Corporation's Form 10 filed with SEC on May 2, 1994).

10.1

Employment Agreement, dated as of October 1, 2002, between the Corporation and Harry S. Smith (incorporated herein by reference to Exhibit 10.1 to the Corporation's Annual Report on Form 10-KSB for the year ended December 31, 2003).

10.2

Employment Agreement, dated as of October 1, 2002, between the Corporation and J. Andrew Hershey.*

10.3

Employment Agreement, dated as of October 1, 2002, between the Corporation and Dennis A. Dysart.*

13.1

Annual Report to Shareholders for the year ended December 31, 2003.**

21.1

Subsidiaries of the Corporation.*

23.1

Consent of Yount, Hyde & Barbour, P.C.*

31.1

Section 302 of the Sarbanes-Oxley Act of 2002, Chief Executive Officer Certification.*

31.2

Section 302 of the Sarbanes-Oxley Act of 2002, Chief Financial Officer Certification.*

32.1

Section 906 of the Sarbanes-Oxley Act of 2002, Chief Executive Officer Certification.*

32.2

Section 906 of the Sarbanes-Oxley Act of 2002, Chief Financial Officer Certification.*

*Previously filed.

**Correct exhibit filed herewith.

(a)

Reports on Form 8-K

The company filed a Form 8-K on November 25, 2003 to report, under Item 5, the appointment of M. Shane Bell as the Corporation's Senior Vice President and Chief Financial Officer.

With the exception of the information herein expressly incorporated by reference, the 2003 Annual Report to Shareholders and the Proxy Statement for the 2004 Annual Meeting of Shareholders are not to be deemed filed as part of this Annual Report on Form 10-KSB.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FIRST NATIONAL CORPORATION

By:

/s/ M. Shane Bell

M. Shane Bell

Senior Vice President and Chief Financial Officer

Date:

March 30, 2004