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Oak Valley E	Bancorp										
Form 4											
June 12, 2014	4										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								-	PPROVAL		
CUNIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check thi						Expires:	January 31,				
if no long subject to			CIA	LOW	NERSHIP OF	Estimated	2005 average				
Section 16.				ITIES				burden hours per			
Form 4 or								response	. 0.5		
Form 5 obligatior							ge Act of 1934,				
may conti	Section 170		•	•	· ·		of 1935 or Sectio	n			
See Instru	iction	30(h) of the	Investment	Compan	y Aci	t of 19	940				
1(b).											
(Print or Type R	(esponses)										
51	1										
1. Name and Address of Reporting Person2. Issuer 1				Ticker or	Tradir	19	5. Relationship of Reporting Person(s) to				
WITHROW				-8	Issuer						
WITHROW TERRANCE P Symbol Oak V			/alley Banc	orp [OV]	LY]		(Charle all angliaghte)				
			of Earliest Ti	• -	-		(Check all applicable)				
125 NORTH THIRD AVE 06/11/20							X Director 10% Owner				
			-				Officer (give titleOther (specify				
							below)	below)			
			mendment, Da	-			6. Individual or Joint/Group Filing(Check				
			Ionth/Day/Year	.)			Applicable Line) _X_ Form filed by One Reporting Person				
OAKDALE	CA 05361							More than One R			
UARDALL	, CA 95501						Person				
(City)	(State)	(Zip) Ta	ble I - Non-E	Derivative S	Securi	ities Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date,	if Transacti	onAcquired	l (A) o	or	Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	Disposed			2	(D) or	Beneficial		
		(Month/Day/Yea	r) (Instr. 8)	(Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
					<i>(</i>))		Reported	(111501. 4)	(1130. 4)		
					(A) or		Transaction(s)				
			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
common	06/11/2014		Р	5,000	A	\$ 10	11,486	D			
stock	00/11/2014		1	5,000	A	φ10	11,400	D			

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

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.

 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)	4. Transac Code (Instr. 8	ctionN of 3) Do Se A (A D of (Ii	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr	
			Code V	V (A	A) (D		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Addres	s	Relationships								
	Director	10% Owner	Officer	Other						
WITHROW TERRANCE P 125 NORTH THIRD AVE OAKDALE, CA 95361	Х									
Signatures										
/s/ Terrance P. Withrow	06/12/2014									
<u>**</u> Signature of Reporting Person	Date									

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).

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.