

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK
OF CLEVELAND
2014 MAR -5 P 3:54
STATISTICS & ANALYSIS
DEPARTMENT

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, **Shon B Myers**

Reporter's Name, Street, and Mailing Address

F&M Bancorp

Legal Title of Holding Company

PO Box 152

(Mailing Address of the Holding Company) Street / P.O. Box

Miamisburg

OH

45343

City

State

Zip Code

41 S. First St.

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

President & CEO

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Person to whom questions about this report should be directed:

Shon B Myers

President & CEO

Name

Title

937-866-2455

Area Code / Phone Number / Extension

937-866-0401

Area Code / FAX Number

smyers@bankwithfm.com

E-mail Address

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

03/03/2014

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID
C.I.

1071155

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

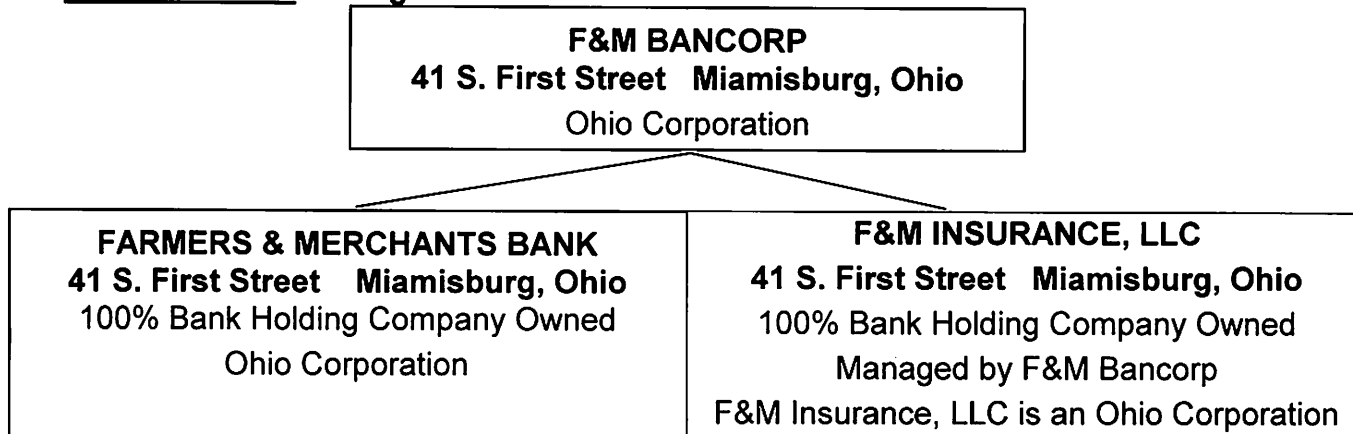
No

**ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6
REPORT AS OF THE CLOSE OF BUSINESS
OF DECEMBER 31, 2013**

Report Item 1: Annual Report to Shareholders

Audited 2013 Annual Report enclosed.

Report Item 2a: Organization Chart



There are no other entities owned directly or indirectly by the aforementioned Holding Company or its Subsidiary Bank.

Report Item 2b: Domestic Branch Listing for Farmers & Merchants Bank

Popular Name Of Branch	Miamisburg (Head Office)	Germantown Branch	West Carrollton Branch
Changes	N.A.	N.A.	N.A.
Date of Change			
Street Address	41 S. First Street	2367 Beechwood Dr.	3235 Alex-Bell Road
City	Miamisburg	Germantown	West Carrollton
County	Montgomery	Montgomery	Montgomery
State	Ohio	Ohio	Ohio
Country	United States	United States	United States
Zip Code	45342	45327	45449
Branch Type	Full Service	Full Service	Full Service

ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6 (CONTINUED)

Report Item 3: Securities Holders

- 1) The following shareholder owns and controls for the beneficial interest of others and without the power to vote, 5% or more of the outstanding shares of F&M Bancorp:
 - a) Cede & Co.*
C/O The Depository Trust Company (DTC)
New York, NY/USA
 - b) U.S. Company
 - c) owns and controls for the beneficial interest of others 53,638 Shares (16.96%) of the 316,287 outstanding common shares of F&M Bancorp.

*See attached Exhibit "A" for brokers or trust companies representing the beneficial owners.

- 2) There were no other shareholders, during the 2013 calendar year, that owned, controlled and had the power to vote 5% or more of the outstanding shares of F&M Bancorp. Also, there were no options, warrants or other securities or rights that could be converted into or exercised for voting securities during the 2013 calendar year. At year end 2013 there were 3,713 shares held as non-voting Treasury Shares on the books of F&M Bancorp.

Report Item 4: Insiders

See attached Exhibit "B".

Report Item 3: Securities Holders - Question 1

Securities held by Cede & Co. for the beneficial interest of Others as of January 30, 2014

Brokers/Trust Companies	# of Shares Held	# of Positions
Edward Jones	6,950	7
First Clearing, LLC	7,825	5
JP Morgan Clearing Corp	287	2
JPMorgan Chase Bank, NA	3,004	2
Knight Capital Americas LLC	58	2
Merrill Lynch	9,080	9
Morgan Stanley	6,982	8
National Financial Services LLC	2,824	6
Oppenheimer & Co., Inc.	3,200	1
Pershing LLC	6,007	4
Raymond James & Associates, Inc.	720	1
Scottrade Inc.	400	2
Stifel Nicolaus & Co Inc.	416	1
TD Ameritrade Clearing Inc.	285	1
UBS Financial Services Inc.	<u>5,600</u>	3
Total # of Shares Held:	53,638	54

REPORT ITEM 4 - INSIDERS**Exhibit "B"**

(1) Names & Addresses	(2) Principal Occupations	(3) Title and Position with (a), (b), (c)	(4) Percentage Ownership with (a), (b), (c)
		<small>See "Key" at bottom of Page</small>	<small>See "Key" at bottom of Page</small>
Gregory R. Bell Miamisburg, OH/USA	N.A. (Retired) Bell Vault & Monument	(a) Director (b) Director (c) N.A.	(a) 4.99% of the Outstanding Common Shares (b) N.A. (c) N.A.
Thomas P. Croskey Miamisburg, OH/USA	Attorney at Law Croskey Law Offices, LLC Miamisburg, OH/USA	(a) Director (b) Director (c) See Column (2)	(a) 0.27% of the Outstanding Common Shares (b) N.A. (c) 100% Column (2) LLC
T. Daniel Epperson Miamisburg, OH/USA	CEO N2 Technologies, Inc Miamisburg, OH/USA	(a) Director (b) Director (c) See Column (2)	(a) 0.47% of the Outstanding Common Shares (b) N.A. (c) 100% Column (2) LLC
Theodore J. Fink Miamisburg, OH/USA	Partner Fink Brothers LLC Miamisburg, OH/USA	(a) Director (b) Director (c) See Column (2)	(a) 0.22% of the Outstanding Common Shares (b) N.A. (c) 50% Column (2) LLC
Dawn M. Leonard Farmersville, OH	Owner, Tax Specialist Veil Financial Solutions LLC. Farmersville, OH	(a) Director (b) Director (c) See Column (2)	(a) 0.03% of the Outstanding Common Shares (b) N.A. (c) 100% Column (2) LLC
Clint G. Morton Miamisburg, OH/USA	Vice-President, Senior Lender F&M Bancorp and Subsidiary Bank Miamisburg, OH/USA	(a) Vice-President (b) Vice-President (c) N.A.	(a) 0.03% of the Outstanding Common Shares (b) N.A. (c) N.A.
Shon B. Myers Springboro, Ohio	Chairman, President and CEO F&M Bancorp and Subsidiary Bank Miamisburg, OH/USA	(a) Director, Chairman, President and CEO (b) Director, Chairman, President and CEO (c) N.A.	(a) 0.25% of the Outstanding Common Shares (b) N.A. (c) N.A.
Lynn K. Potts Miamisburg, OH/USA	Cashier / Treasurer F&M Bancorp and Subsidiary Bank Miamisburg, OH/USA	(a) Cashier / Treasurer (b) Cashier / Treasurer (c) N.A.	(a) 0.006% of the Outstanding Common Shares (b) N.A. (c) N.A.
Cynthia K. Spencer West Carrollton, OH/USA	Senior Vice-President F&M Bancorp and Subsidiary Bank Miamisburg, OH/USA	(a) Senior Vice-President (b) Senior Vice-President (c) N.A.	(a) 0.25% of the Outstanding Common Shares (b) N.A. (c) N.A.
Robert W. Von Derau Beavercreek, OH/USA	Consultant University of Dayton Dayton, OH/USA	(a) Director (b) Director (c) See Column (2)	(a) 0.13% of the Outstanding Common Shares (b) N.A. (c) N.A.

KEY: (a) Bank Holding Company (b) Direct & Indirect Subsidiaries (c) Other Business Company