

Oak Valley Bancorp
Form 10-K/A
April 20, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

AMENDMENT NO. 1

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Fiscal Year Ended December 31, 2009

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ **to** _____

Oak Valley Bancorp

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

26-2326676
(I.R.S. Employer
Identification No.)

125 North Third Avenue, Oakdale, California
(Address of Principal Executive Offices)

95361
Zip Code

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(209) 848-2265

(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class Common Stock, no par value	Name of Each Exchange on Which Registered The NASDAQ Stock Market, LLC
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Securities Registered Pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not 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-K or any amendment to this form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Accelerated Filer

Non Accelerated Filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

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The aggregate market value of the common stock of the Registrant held by non-affiliates of the Registrant, computed by reference to the closing price of such stock on December 31, 2009 was approximately \$29,086,764. As of March 30, 2009, there were 7,681,627 outstanding shares of the Registrant's common stock.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report of Oak Valley Bancorp (the Company) on Form 10-K for the Fiscal Year Ended December 31, 2009 filed on March 31, 2010 (the Original Filing) is being filed for the purposes of including the certifications required by Section 111(b)(4) of the Emergency Economic Stabilization Act of 2008 (EESA). The certifications are being filed following the Compensation Committee's meeting with the Company's senior risk officers to discuss, review, and evaluate the Compensation Committee's report on senior executive officers compensation plans and employee compensation plans of the Company.

This Amendment No. 1 does not otherwise update information in the Original Filing to reflect facts or events occurring subsequent to the date of the Original Filing.

INDEX TO EXHIBITS

Exhibit Number	Description
99.1	Section 111(b)(4) EESA Certification by Principal Executive Officer
99.2	Section 111(b)(4) EESA Certification by Principal Financial Officer

SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OAK VALLEY BANCORP

Date: April 20, 2010

By: /s/ Ronald C. Martin
Ronald C. Martin
Chief Executive Officer
(principal executive officer)

Date: April 20, 2010

By: /s/ Richard A. McCarty
Richard A. McCarty
Chief Financial Officer
(principal financial officer)