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OHIO VALLEY BANC CORP
Form POS AM
March 25, 2008

As filed with the Securities and Exchange Commission on March 25, 2008
Registration No. 33-62010

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

OHIO VALLEY BANC CORP.

(Exact name of registrant as specified in its charter)

| | | |
|--|--|--------------------------------------|
| Ohio | 6022 | 31-1359191 |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code Number) | (I.R.S. Employer Identification No.) |

420 Third Avenue
Gallipolis, OH 45631
(740) 446-2631

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

With a copy to:

Jeffrey E. Smith
Ohio Valley Banc Corp.
420 Third Avenue
Gallipolis, OH 45631
(740) 446-2631

Cynthia A. Shafer
Vorys, Sater, Seymour and Pease LLP
Suite 2000, Atrium Two
221 E. Fourth Street
Cincinnati, OH 45202
(513) 723-4009

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: This post-effective amendment deregisters those securities that remain unsold hereunder as of the effective date hereof.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering

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pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

(Do not check if a smaller reporting company)

DEREGISTRATION OF SECURITIES

In accordance with the undertaking of Ohio Valley Banc Corp. set forth in its Registration Statement on Form S-3 (Reg. No. 33-62010) filed on May 4, 1993, and as amended by a post-effective amendment filed on August 4, 1997 (the "Registration Statement"), Ohio Valley Banc Corp. is filing this Post-Effective Amendment No. 2 to the Registration Statement to deregister all unsold common shares, without par value, previously registered under the Securities Act of 1933 pursuant to the Registration Statement. The Registration Statement registered common shares of Ohio Valley Banc Corp. for purchase by participants in the Ohio Valley Banc Corp. Dividend Reinvestment and Employee Stock Purchase Plan (the "Plan"), either from authorized but unissued common shares of Ohio Valley Banc Corp. or from shares purchased by an agent of Ohio Valley Banc Corp. on the open market. After adjustment for stock dividends in the nature of stock splits, 1,627,522 shares were registered. Of those registered shares, 1,079,228 shares (as adjusted for stock dividends in the nature of stock splits) were purchased by participants in the Plan. Ohio Valley Banc Corp. hereby deregisters the remaining shares registered but not yet sold pursuant to the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this post-effective amendment to registration statement to be signed on its behalf by the undersigned, thereunto duly

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authorized, in the City of Gallipolis, State of Ohio, on March 25, 2008.

OHIO VALLEY BANC CORP.

By: /s/ Jeffrey E. Smith

Jeffrey E. Smith, President, Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature ----- | Title ----- | Date ---- |
|---|--|----------------|
| /s/ Jeffrey E. Smith ----- Jeffrey E. Smith | President, Chief Executive Officer (Principal Executive Officer), and Director | March 25, 2008 |
| /s/ Scott W. Shockey ----- Scott W. Shockey | Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | March 25, 2008 |
| /s/ Anna P. Barnitz * ----- Anna P. Barnitz | Director | March 25, 2008 |
| /s/ Steven B. Chapman * ----- Steven B. Chapman | Director | March 25, 2008 |
| /s/ Robert E. Daniel * ----- Robert E. Daniel | Director | March 25, 2008 |
| /s/ Robert H. Eastman * ----- Robert H. Eastman | Director | March 25, 2008 |
| /s/ Harold A. Howe * ----- Harold A. Howe | Director | March 25, 2008 |
| /s/ Brent A. Saunders * ----- Brent A. Saunders | Director | March 25, 2008 |
| /s/ David W. Thomas * ----- David W. Thomas | Director | March 25, 2008 |
| /s/ Roger D. Williams * ----- Roger D. Williams | Director | March 25, 2008 |
| /s/ Lannes C. Williamson * ----- Lannes C. Williamson | Director | March 25, 2008 |
| /s/ Thomas E. Wiseman * | | |

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Thomas E. Wiseman

Director

March 25, 2008

* /s/ Jeffrey E. Smith

Jeffrey E. Smith
as attorney-in-fact

INDEX TO EXHIBITS

| Exhibit No. ----- | Description ----- | Location ----- |
|-------------------------|----------------------|-------------------|
| 24 | Powers of Attorney | Filed herewith |