

FIRST NATIONAL CORP /VA/  
Form 8-K  
October 09, 2007  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **October 3, 2007**

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**FIRST NATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| <b>Virginia</b>                                   | <b>0-23976</b>           | <b>54-1232965</b>                    |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |
| <b>112 West King Street</b>                       |                          |                                      |
| <b>Strasburg, Virginia</b>                        |                          | <b>22657</b>                         |
| (Address of principal executive offices)          |                          | (Zip Code)                           |

Registrant's telephone number, including area code **(540) 465-9121**

**Not Applicable**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of C**

(d) On October 3, 2007, the Board of Directors of the Registrant elected Gerald F. Smith, Jr. as a new director. Mr. Smith has been elected to serve on the Audit and Compliance Committee of the Board of Directors and has been designated the audit committee financial expert.

Mr. Smith will receive the same compensation as the other non-management directors receive, as described in the Registrant's definitive proxy statement filed with the Securities and Exchange Commission on April 5, 2007.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Number of Directors**

(a) On October 3, 2007, the Board of Directors of the Registrant amended Article II (A) of its Bylaws, effective immediately. The amendment increased the size of the Board of Directors from eleven (11) to twelve (12) members.

The full text of the Bylaws, as amended to date, is attached as Exhibit 3.1 to this report.

**Item 9.01 Financial Statement and Exhibits**

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|--|
| 3.1                | Bylaws of First National Corporation (as restated in electronic format as of October 3, 2007). |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FIRST NATIONAL CORPORATION**

(Registrant)

Date: October 9, 2007  
M. Shane Bell

By: /s/ M. Shane Bell

Executive Vice President  
and Chief Financial Officer

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**EXHIBIT INDEX**

| <u>Exhibit No.</u> | <u>Description</u>   |
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