

FAUQUIER BANKSHARES, INC.  
Form 10-K/A  
April 21, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 10-K/A**

(Mark One)

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the fiscal year ended December 31, 2008  
**or**

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
**Commission File No.: 000-25805**  
**Fauquier Bankshares, Inc.**  
(Exact name of registrant as specified in its charter)

**Virginia**  
(State or other jurisdiction of  
incorporation or organization)

**54-1288193**  
(I.R.S. Employer Identification No.)

**10 Courthouse Square, Warrenton, Virginia**  
(Address of principal executive offices)

**20186**  
(Zip Code)

**(540) 347-2700**

(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

**Title of each class**  
Common Stock, par value \$3.13 per share

**Name of each exchange on which registered**  
The NASDAQ Stock Market LLC  
(NASDAQ Capital Market)

**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 Exchange 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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

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 if the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)

Yes  No

The aggregate market value of the registrant's common shares held by non-affiliates of the registrant, based upon the closing sale price of its common stock on the NASDAQ Capital Market on June 30, 2008, was \$76.6 million. Shares held by each executive officer, director and holder of 10% or more of the registrant's outstanding common stock have been excluded as shares held by affiliates. Such determination of affiliate status is not a conclusive determination for other purposes.

The registrant had 3,596,537 shares of common stock outstanding as of March 31, 2009.

***DOCUMENTS INCORPORATED BY REFERENCE***

*Portions of the definitive proxy statement for the 2009 Annual Meeting of Shareholders to be held on May 19, 2009 are incorporated by reference into Part III of this Form 10-K.*

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**Explanatory Note**

Subsequent to the filing of the December 31, 2008 10-K the Company became aware of an inadvertent omission in the certifications of the CEO and CFO in exhibits 31.1 and 31.2, respectively. Specifically, the reference to internal control in item 4 was not included in the original filing.

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**PART IV**

**Item 15. Exhibits**

**Exhibit Number**

- (31.1) Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- (31.2) Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FAUQUIER BANKSHARES, INC.

(Registrant)

/s/ Randy K. Ferrell

Randy K. Ferrell

President & Chief Executive Officer

Dated: April 21, 2009

/s/ Eric P. Graap

Eric P. Graap

Executive Vice President & Chief Financial Officer

Dated: April 21, 2009