

UNITED BANKSHARES INC/WV

Form DEF 14A

April 09, 2009

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**SCHEDULE 14A  
(RULE 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

**UNITED BANKSHARES, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**UNITED BANKSHARES, INC.  
P. O. BOX 1508  
UNITED SQUARE  
FIFTH AND AVERY STREETS  
PARKERSBURG, WEST VIRGINIA 26101**

**NOTICE OF 2009 ANNUAL MEETING OF SHAREHOLDERS**

**TO THE SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that, pursuant to the call of its Board of Directors, the 2009 Annual Meeting of Shareholders of UNITED BANKSHARES, INC. ( United ) will be held at The Blennerhassett Hotel, 320 Market Street, Parkersburg, West Virginia on Monday, May 18, 2009, at 4:00 p.m., local time, for the purpose of considering and voting upon the following matters:

1. To elect fourteen (14) persons to serve as directors of United. The nominees selected by the current Board of Directors are listed in the accompanying Proxy Statement for this Annual Meeting.
2. To ratify the selection of Ernst & Young LLP to act as the independent registered public accounting firm for 2009.
3. To act upon any other business which may properly come before this Annual Meeting or any adjournment or adjournments thereof. The Board of Directors at present knows of no other business to come before this Annual Meeting.

The close of business on March 30, 2009, has been fixed by the Board of Directors as the record date for determining the shareholders entitled to notice of and to vote at this Annual Meeting.

**WE URGE YOU TO SIGN AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE REGARDLESS OF YOUR PLANS TO ATTEND THIS MEETING. IF YOU DO ATTEND, YOU MAY WITHDRAW YOUR PROXY AND VOTE IN PERSON.**

**TWO INDIVIDUALS, WHO ARE NOT DIRECTORS OF UNITED, HAVE BEEN NAMED IN THE PROXY TO VOTE THE SHARES REPRESENTED BY PROXY. IF YOU WISH TO CHOOSE SOME OTHER PERSON TO ACT AS YOUR PROXY, MARK OUT THE PRINTED NAME AND WRITE IN THE NAME OF THE PERSON YOU SELECT.**

By Order of the Board of Directors

Richard M. Adams  
Chairman of the Board and  
Chief Executive Officer  
April 9, 2009

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 18, 2009**

**This proxy statement, along with our Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and our 2008**

**Annual Report, are available free of charge on the following website: [www.ubsi-inc.com](http://www.ubsi-inc.com).**

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United Bankshares, Inc.  
United Square  
Fifth and Avery Streets  
Parkersburg, West Virginia 26101

**PROXY STATEMENT**

**General Information**

These proxy materials are delivered in connection with the solicitation by the Board of Directors of United Bankshares, Inc. ( United, the Company, we, or us ), a West Virginia corporation, of proxies to be voted at our 2009 Annual Meeting of Shareholders and at any adjournment or postponement.

You are invited to attend our Annual Meeting of Shareholders on May 18, 2009, beginning at 4:00 p.m. The Meeting will be held at The Blennerhassett Hotel, 320 Market Street, Parkersburg, West Virginia.

This proxy statement, form of proxy and voting instructions are being mailed on or about April 9, 2009.

**VOTING INFORMATION**

**Shareholders Entitled to Vote**

Holders of record of United common shares at the close of business on March 30, 2009, are entitled to receive this notice and to vote their shares at the Annual Meeting. As of that date, there were 43,398,783 common shares outstanding. Each common share is entitled to one vote on each matter properly brought before the Annual Meeting.

**Proxies**

Shareholders of record may vote their proxies by mail, in person at the Annual Meeting, by telephone or by Internet.

Proxies may be revoked at any time before they are exercised by (1) written notice to the Secretary of the Company, (2) timely delivery of a valid, later-dated proxy or (3) voting at the Annual Meeting.

**You may save us the expense of a second mailing by voting promptly.** Choose one of the following voting methods to cast your vote.

**Vote By Mail**

If you choose to vote by mail, simply mark your proxy, date and sign it, and return it to us in the postage-paid envelope provided.

**Vote By Telephone or Internet**

If you have telephone or Internet access, you may submit your proxy by following the instructions on the proxy card.

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**Vote at the Annual Meeting**

The method by which you vote now will in no way limit your right to vote at the Annual Meeting if you later decide to attend in person. **If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the Annual Meeting.**

All shares that have been properly voted and not revoked will be voted at the Annual Meeting in accordance with your instructions. If you sign your proxy card but do not give voting instructions, the shares represented by that proxy will be voted as recommended by the Board of Directors.

**Voting on Other Matters**

If any other matters are properly presented for consideration at the Annual Meeting, the persons named in the enclosed form of proxy intend to exercise their discretionary authority in accordance with applicable federal and state laws and regulations to vote on those matters for you. On the date this proxy statement went to press, we do not know of any other matter to be raised at the Annual Meeting.

**Required Vote and Cumulative Voting**

The presence, in person or by proxy, of the holders of a majority of the votes entitled to vote at the Annual Meeting is necessary to constitute a quorum. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner.

A plurality of the votes cast is required for the election of directors. Abstentions and broker non-votes are not counted for purposes of the election of directors.

In the election of directors, shareholders cast one (1) vote for each nominee for each share held. However, every shareholder has the right of cumulative voting, in person or by proxy, in the election of directors. Cumulative voting gives each shareholder the right to aggregate all votes which he or she is entitled to cast in the election of directors and to cast all such votes for one candidate or distribute them among as many candidates and in such a manner as the shareholder desires.

At our 2009 Annual Meeting, the number of directors to be elected is fourteen (14). Each shareholder has the right to cast fourteen (14) votes in the election of directors for each share of stock held on the record date. If you wish to exercise, by proxy, your right to cumulative voting in the election of directors, you must provide a proxy showing how your votes are to be distributed among one or more candidates. Unless contrary instructions are given by a shareholder who signs and returns a proxy, all votes for the election of directors represented by such proxy will be divided equally among the fourteen (14) nominees. If cumulative voting is invoked by any shareholder, the vote represented by the proxies delivered pursuant to this solicitation, which does not contain contrary instructions, may be cumulated at the discretion of the Board of Directors of United Bankshares, Inc. in order to elect to the Board of Directors the maximum nominees named in this proxy statement.

With respect to other matters, including the ratification of the selection of Ernst & Young LLP to act as the independent registered public accounting firm for the fiscal year that began January 1, 2009, if a quorum exists, the affirmative vote of a majority of the votes cast is required for approval of such matters. In voting for these matters, shares may be voted for or against or abstain. In determining whether the proposal has received the requisite number of affirmative votes, abstentions and broker non-votes will be disregarded and have no effect on the outcome of the vote.

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On March 30, 2009, there were 43,398,783 shares of common stock outstanding that are held by approximately 6,606 shareholders of record and 21,600 shareholders in street name. The presence in person or proxy of a majority of the outstanding shares of United Bankshares, Inc. will constitute a quorum at the Meeting.

**Cost of Proxy Solicitation**

We will pay the expenses of soliciting proxies. Proxies may be solicited on our behalf by directors, officers or employees in person or by telephone, electronic transmission, facsimile transmission or by telegram. Brokers, fiduciaries, custodians and other nominees have been requested to forward solicitation materials to the beneficial owners of the Company's common stock. Upon request we will reimburse these entities for their reasonable expenses.

In order to facilitate and expedite distribution of these proxy solicitation materials to brokers, fiduciaries, custodians, nominee holders and institutional investors, United has retained BNY Mellon Investor Services of Jersey City, New Jersey (Mellon). Pursuant to a retention letter dated January 22, 2009, Mellon will contact all broker and other nominee accounts identified on United's shareholder mailing list in order to facilitate determination of the number of sets of proxy materials such accounts require for purposes of forwarding the same to the beneficial owners. Mellon will then assist in the delivery of proxy materials to these accounts for distribution. Mellon will also (i) assist in the distribution of proxy materials to institutional investors, and (ii) follow-up with any brokers, other nominee accounts and institutional investors, requesting return of proxies. United is not retaining Mellon to solicit proxies from registered holders or from non-objecting beneficial owners. Mellon's fee for the above services is \$6,500 plus reasonable disbursements that may include the broker search, printing, postage, courier charges, filing reports, data transmissions and other expenses approved by United.

**Delivery of Proxy Materials**

To reduce the expenses of delivering duplicate proxy materials to our shareholders, we are relying upon Securities and Exchange Commission (SEC) rules that permit us to deliver only one proxy statement and annual report to multiple shareholders who share an address unless we received contrary instructions from any shareholders at that address. If you share an address with another shareholder and have received only one proxy statement and annual report, you may write or call us as specified below to request a separate copy of these materials and we will promptly send them to you at no cost to you. For future meetings, if you hold shares directly registered in your own name, you may request separate copies of our proxy statement and annual report, or request that we send only one set of these materials to you if you are receiving multiple copies, by contacting us at: United Bankshares, Inc., Shareholder Relations Department, 514 Market Street, Parkersburg, WV 26102 or by telephoning us at (304) 424-8800.

**List of Shareholders**

If a shareholder requests a list of shareholders entitled to vote at the 2009 Annual Meeting for purposes of soliciting the shareholders or sending a written communication to the shareholders, then the Company will either (i) provide the list to the requesting shareholder upon receipt of an affidavit of the requesting shareholder that he will not use the list for any purpose other than to solicit shareholders with respect to the 2009 Annual Meeting; or (ii) mail the requesting shareholder's materials to the shareholders.

**PROPOSAL 1: ELECTION OF DIRECTORS**

The Board of Directors consists of one class of fourteen (14) directors. Fourteen (14) directors will be elected at our 2009 Annual Meeting to serve for a one-year term expiring at our Annual Meeting in the year 2010. The Company's Bylaws provide that the number of directors shall be at least five (5) and no more than thirty-five (35) with the composition and number of nominees to be set at the discretion of the Board of Directors. For the

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election of directors at the 2009 Annual Meeting, the Board of Directors established the composition and number of directors to be elected at fourteen (14).

The persons named in the enclosed proxy intend to vote the proxy for the election of each of the fourteen (14) nominees, unless you indicate on the proxy card that your vote should be withheld from any or all of such nominees. Each nominee elected as a director will continue in office until his successor has been elected or until his death, resignation or retirement.

The Board of Directors has proposed the following nominees for election as directors with terms expiring in 2010 at the Annual Meeting: Richard M. Adams, Robert G. Astorg, W. Gaston Caperton, III, Lawrence K. Doll, Theodore J. Georgelas, F. T. Graff, Jr., John M. McMahon, J. Paul McNamara, G. Ogden Nutting, William C. Pitt, III, Donald L. Unger, Mary K. Weddle, Gary G. White and P. Clinton Winter, Jr. All of the nominees are directors standing for re-election except for Gary G. White. Mr. Gary White was appointed by the Board of Directors in September of 2008 to fill a vacancy on the Board of Directors.

**The Board of Directors recommends a vote FOR the election of each of these nominees for Director.**

We expect each nominee for election as a director to be able to serve if elected. To the extent permitted under applicable law, if any nominee is not able to serve, proxies will be voted in favor of the remainder of those nominated and may be voted for substitute nominees, unless the Board chooses to reduce the number of directors serving on the Board.

The principal occupation and certain other information about the nominees for director are set forth on the following pages.



**Table of Contents****DIRECTORS WHOSE TERMS EXPIRE IN 2009 AND NOMINEES FOR DIRECTORS**

Name and Age as of the May 18, 2009 Meeting Date	Position, Principal Occupation, Business Experience and Directorships for the Last Five Years <sup>(d)</sup>	Amount of Beneficial Ownership of Shares of Common Stock and Options <sup>(c)</sup>		
		Shares <sup>(a)</sup>	Options <sup>(b)</sup>	%
Richard M. Adams	62 Chairman and Chief Executive Officer of both United and United Bank (WV). Director of the Company since 1984.	624,642	198,000	1.89%
Robert G. Astorg	65 CPA and Managing Principal of H&R Block Tax and Business Services. Director of the Company since 1991.	37,884		*
W. Gaston Caperton, III	69 President of The College Board. Director of Owens Corning and Prudential Financial, Inc. Chairman of the Caperton Group. Former Governor of State of West Virginia. Director of the Company since 1997.	25,483		*
Lawrence K. Doll	59 President of The Lawrence Doll Company and Lawrence Doll Homes LLC. Chairman of United Bank (VA). Director of the Company since 2004.	3,528	23,000	*
Theodore J. Georgelas	62 Managing Director of the Georgelas Group, LLC. Director of United Bank (VA). Former Chairman of the Board of United Bank (VA) and Sector Communications. Director of the Company since 1990.	56,564		*
F. T. Graff, Jr	70 Attorney and Managing Partner of Bowles Rice McDavid Graff & Love LLP. Director of the Company since 1984.	27,225		*
John M. McMahon	68 Chairman of the Board of Miller & Long Co., Inc. Director of United Bank (VA). Director of the Company since 1998.	300,000		*
J. Paul McNamara	60 Chairman of Potomac Capital Advisors. Former President and Chief Operating Officer of Sequoia Bancshares, Inc. Director of United Bank (VA). Former Vice Chairman of United Bank (VA). Director of the	100,199		*

Company since 2003.

G. Ogden Nutting	73	Chairman of The Ogden Newspapers, Inc. Director of the Company since 1986.	654,656	1.51%
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Name and Age as of the May 18, 2009 Meeting Date	Position, Principal Occupation, Business Experience and Directorships for the Last Five Years <sup>(d)</sup>	Amount of Beneficial Ownership of Shares of Common Stock and Options <sup>(c)</sup>		
		Shares <sup>(a)</sup>	Options <sup>(b)</sup>	%
William C. Pitt, III	64 Hotel and Resort Developer. Director of the Company since 1987.	4,450		*
Donald L. Unger	67 President and Chief Executive Officer of the Shenandoah Valley region of United Bank (VA). Former President and Chief Executive Officer of Premier Community Bankshares, Inc. Former Chairman, President and Chief Executive Officer of Marathon Bank. Director of the Company since 2007.	42,159		*
Mary K. Weddle	59 CPA and Executive Vice President of Long & Foster Real Estate, Inc. Director of United Bank (VA). Director of the Company since 2004.	5,598		*
Gary G. White	59 President and Chief Executive Officer of International Resource Partners LP. Former President and Chief Executive Officer of International Industries, Inc. Former President and Chief Executive Officer of the West Virginia Coal Association. Director of the Company since September of 2008.	33,500		*
P. Clinton Winter, Jr	61 President of Bray & Oakley Insurance Agency, Inc. Director of the Company since 1996.	502,585		1.16%
All Directors, Nominees and Executive Officers as a Group (19 persons)		5,227,142	549,602	13.14%

Footnotes:

\* Indicates the director owns less than 1% of United's issued and outstanding shares.

(a) Includes stock held by United Bank's (WV) Trust Department which shares beneficial ownership as described in this footnote. The following directors each exercise voting authority over the number of shares indicated as follows:  
Mr. R. Adams, 49,943 shares;  
Mr. Astorg, 16,902 shares;  
and Mr. Graff, 23,225 shares.  
The non-director executive officers as a group exercise voting authority over 39,589 shares. United Bank's (WV) Board of Directors exercises voting authority over 2,560,615 shares held by United Bank's (WV) Trust Department. All of these shares are included in

the 5,227,142 shares held by all directors, nominees and executive officers as a group. Also includes shares pledged as collateral as follows: Mr. R. Adams, 28,000 shares; Mr. Astorg, 19,800 shares; Mr. Georgelas, 43,964 shares; Mr. McMahon, 180,000 shares; and Mr. Winter, 89,996 shares.

- (b) Beneficial ownership is stated as of March 10, 2009, including shares of common stock that may be acquired within sixty (60) days of that date through the exercise of stock options pursuant to United's Stock Option Plans.
  
- (c) Unless otherwise indicated, beneficial ownership shares listed represent sole voting power. The following number of shares may be held in the name

of spouses,  
children, certain  
relatives, trust,  
estates, and  
certain affiliated  
companies as to  
which shared  
voting

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and/or shared investment powers may exist: Mr. R. Adams, 39,820 shares; Mr. Astorg, 20,982 shares; Mr. Caperton, 25,483 shares; Mr. Graff, 23,225 shares; Mr. McNamara, 40,800 shares; Mr. Nutting, 654,656 shares; Mr. White, 30,000 shares; and Mr. Winter, 46,316 shares.

- (d) United Bank (WV) and United Bank (VA) are subsidiaries of United.

## COMMON STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

### Beneficial Ownership of Directors and Named Executive Officers

As of March 10, 2009, directors of the Company and nominees owned beneficially, directly or indirectly, the number of shares of common stock indicated in the preceding table.

The Company's chief executive officer, chief financial officer, and the three other most highly compensated executive officers constitute the named executive officers of the Company. The following table sets forth certain information regarding the named executive officers' beneficial ownership of common stock of United as of March 10, 2009:

Title of Class	Name of Officer	Shares of Common Stock of the Company Beneficially Owned <sup>(1)</sup>	
		Number of Shares	Percent of Class
Common Stock	Richard M. Adams	822,642	1.89%
Common Stock	Steven E. Wilson	207,019	0.48%
Common Stock	James B. Hayhurst, Jr.	125,582	0.29%
Common Stock	James J. Consagra, Jr.	78,130	0.18%
Common Stock	Richard M. Adams, Jr.	82,409	0.19%

Footnotes:

- (1) The amounts shown represent the total shares owned directly and indirectly by such named executive officers. The number of shares includes shares that are issuable upon the exercise of all stock options currently exercisable, as follows: Mr. R. Adams, 198,000 shares; Mr. S. Wilson, 98,400 shares; Mr. Hayhurst, 64,000 shares; Mr. Consagra, 62,500 shares; and Mr. R. Adams, Jr., 39,702 shares. Unless otherwise indicated, beneficial ownership shares listed represent sole voting power. The following number of shares may be held in the name of spouses, children, certain relatives, trust, estates, and certain affiliated companies as to which shared voting and/or shared



investment powers may exist: Mr. R. Adams, 39,820 shares; Mr. S. Wilson, 8 shares; Mr. Hayhurst, 2,116 shares; and Mr. R. Adams, Jr., 8,224 shares. Also includes shares pledged as collateral as follows: Mr. R. Adams, 28,000 shares and Mr. Hayhurst, 54,229 shares.

All directors, nominees and executive officers as a group beneficially owned 5,776,744 shares or 13.14% of the Company's common stock.

**Principal Shareholders of United**

The following table lists each shareholder of United who is the beneficial owner of more than 5% of United's common stock, the only class of stock outstanding, as of March 10, 2009. For purposes of this determination, the number of shares of United's common stock beneficially owned by any person or persons is calculated as a percentage of the total number of shares of United's common stock issued and outstanding as of March 10, 2009 plus the number of shares of United's common stock that may be acquired by such person within sixty (60) days of that date through the exercise of stock options pursuant to United's Stock Option Plans.

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<b>Title of Class</b>	<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class</b>
Common Stock	United Bank (WV) Trust Department 514 Market Street, Parkersburg, WV 26101 (2,628,779 shares or 6.06% are registered under the nominee name of Parbanc Co.)	2,628,779 <sup>(1)</sup>	6.06% <sup>(1)</sup>
Common Stock	Barclays Global Investors, NA 45 Fremont Street, San Francisco, CA 94105	3,897,098 <sup>(2)</sup>	8.98% <sup>(2)</sup>

**Footnotes:**

- (1) The Trust Department of United Bank (WV), a wholly-owned subsidiary of United, holds in fiduciary or agency capacity 2,628,779 shares or 6.06% of United's stock. The investment authority for these shares is held by the Trust Department and is exercised by United Bank's (WV) Board of Directors. Of these total shares, the Trust Department holds sole voting authority for 2,560,615 shares or 5.90% of United's outstanding common stock which is exercised by United Bank's (WV) Board of Directors.

(2) Barclays Global Investors, NA (Barclays) manages institutional portfolios and the Barclays Global Investors family of mutual funds and iShares, Barclays proprietary exchange-traded funds. Barclays owns 3,897,098 or 8.98% of United's stock. Of these total shares, Barclays holds sole voting authority for 3,275,858 shares or 7.55% of United's outstanding common stock. Barclays' address and holdings are based solely on a Schedule 13G filing with the Securities and Exchange Commission dated February 5, 2009 made by Barclays setting forth information as of December 31, 2008.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, executive officers and beneficial owners of more than ten percent of our common stock to file reports of holdings and transactions in United shares with the Securities and Exchange Commission (SEC). To our knowledge, based solely on our review of the copies of such reports furnished and written representations, no person required to file such reports during 2008 failed to file such reports on a timely basis or failed to file a report except for Robert G. Astorg, F.T. Graff, Jr., and William C. Pitt, III. Mr. Astorg did not timely file four reports involving five transactions during the year. Mr. Graff did not timely file one report involving one transaction during the year. Mr. Pitt did not timely file four reports involving five transactions that occurred in prior years.

**Related Shareholder Matters**

The following table discloses the number of outstanding options granted by United to participants in equity compensation plans, as well as the number of securities remaining available for future issuance under these plans, as of March 10, 2009. The table provides this information for equity compensation plans that have and have not been approved by shareholders.

<b>Plan Category</b>	<b>Number of Securities to be issued upon exercise of outstanding options</b>	<b>Weighted-average exercise price of outstanding options</b>	<b>Number of securities remaining available for future issuance under equity compensation plans</b>
Equity Compensation Plans approved by Shareholders	1,450,337	\$ 30.69	1,245,450
Equity Compensation Plans not approved by Shareholders <sup>(1)</sup>			
Total	1,450,337	\$ 30.69	1,245,450

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**Footnotes:**

- (1) The table does not include information for equity compensation plans assumed by United in connection with mergers and acquisitions and pursuant to which there remain outstanding options (collectively, Assumed Plans ), which include the following: Century Bancshares, Inc., GrandBanc, Inc., Sequoia Bancshares, Inc. and Premier Community Bankshares, Inc. A total of 238,283 shares of United common stock may be purchased under the Assumed Plans, at a weighted average exercise price of \$13.34. No further grants may be made under any Assumed Plan.

**GOVERNANCE OF THE COMPANY**

### **Board and Committee Membership**

The committee descriptions and membership set forth below are those applicable as of the mailing date of this proxy statement.

During 2008, the Board of Directors met seven (7) times. The Board of Directors of the Company has four (4) standing committees: The Executive Committee, Audit Committee, Compensation Committee, and Governance and Nominating Committee. During 2008, each director attended 75% or more of the aggregate of the total number of meetings of the Board of Directors and all committees of the Board on which he or she served except for Mr. Theodore J. Georgelas and Mr. W. Gaston Caperton, III. Although there is no formal written policy, attendance at the annual meeting by directors is expected. Thirteen of the sixteen directors attended the 2008 Annual Meeting. The Company's independent directors held two (2) meetings during 2008.

### **Independence of Directors**

The Governance and Nominating Committee of the Board of Directors annually reviews the relationships of each member of the Board of Directors to determine whether each director is independent. This determination is based on both subjective and objective criteria developed by the NASDAQ listing standards and the SEC rules. The determination made by the Governance and Nominating Committee is then submitted to the Board of Directors to permit the Board of Directors to affirmatively determine whether each director has any relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

The Governance and Nominating Committee met on January 26, 2009, to determine the independence of the current members of the Board of Directors. At the meeting, the Governance and Nominating Committee reviewed the directors' responses to a questionnaire asking about their relationships with the Company (and those of their immediate family members) and other potential conflicts of interest, as well as information provided by management related to transactions, relationships, or arrangements between the Company and the directors or parties related to the directors.

Based on the subjective and objective criteria developed by the NASDAQ listing standards and the SEC rules, the Governance and Nominating Committee determined that the following current members of the Board of Directors are independent: Robert G. Astorg, W. Gaston Caperton, III, Theodore J. Georgelas, F. T. Graff, Jr., John M. McMahon, G. Ogden Nutting, William C. Pitt, III, Mary K. Weddle, Gary G. White and P. Clinton Winter, Jr. In addition, Thomas J. Blair, III and Russell L. Isaacs, members of the Board who retired in May of 2008, were also independent.

The NASDAQ listing standards contain additional requirements for members of the Compensation Committee, the Audit Committee and the Governance and Nominating Committee. All of the directors serving on each of these committees are independent under the additional requirements applicable to such committees.

The Governance and Nominating Committee also considered the following relationships in evaluating the independence of the Company's independent directors and determined that none of the relationships constitute a material relationship with the Company.

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United's subsidiaries provided lending and/or other financial services to certain members of the Company's Board of Directors, their immediate family members, and/or their affiliated organizations during 2008 in the ordinary course of business and on substantially the same terms as those available to unrelated parties. These relationships satisfied the standards for independence.

Bowles Rice McDavid Graff & Love LLP, an entity affiliated with F. T. Graff, Jr., provided legal services to the Company and received payments from the Company for such services during 2008. These payments did not exceed 5% of the Company's or Bowles Rice McDavid Graff & Love LLP's consolidated revenues for 2008, and therefore, the relationship satisfied the standards for independence.

H&R Block Tax Business Services, an entity affiliated with Robert Astorg, provided tax services to the trusts and estates that have named United's trust department as the trustee or the executor. H&R Block Tax Business Services received payments from the individual trusts and estates and not from the Company or its subsidiaries and therefore the relationship satisfied the standards for independence.

United Bank (WV) leases a drive-in facility from The Ogden Newspapers, Inc. of which G. Ogden Nutting is the Chairman. The lease payments did not exceed 5% of the Company's or The Ogden Newspapers' consolidated revenues for 2008, and therefore, the relationship satisfied the standards for independence.

The Governance and Nominating Committee determined that the following current members of the Board of Directors are not independent: Richard M. Adams, Lawrence K. Doll, J. Paul McNamara and Donald L. Unger. Messrs. Adams, Doll, McNamara and Unger are not independent because these directors are currently employed or have been employed by the Company within the last three years. I. N. Smith, Jr., who retired from the Board in May of 2008, was also determined to be not independent because Mr. Smith was employed by the Company within the last three years.

The Board of Directors reviewed and approved the determinations made by the Governance and Nominating Committee.

### **The Executive Committee**

The Executive Committee is comprised of seven (7) directors, Richard M. Adams, Chairman, W. Gaston Caperton, III, Lawrence K. Doll, F. T. Graff, Jr., John M. McMahon, G. Ogden Nutting, and P. Clinton Winter, Jr. Until May of 2008, Russell L. Isaacs served on the Executive Committee. The Executive Committee exercises all the authority of the Board of Directors whenever the Board of Directors is not meeting unless prohibited by law or under the provisions of the articles of incorporation or bylaws of the Corporation. The Board of Directors has specifically empowered the Executive Committee to investigate mergers and acquisitions by marshaling necessary information and data to evaluate the advisability of mergers and acquisitions and to report their findings to the Board of Directors. The Board of Directors may accept, ratify, approve, amend, modify, repeal or change the actions of the Executive Committee. During 2008, the Executive Committee met three (3) times.

### **The Audit Committee**

The Audit Committee has the primary responsibility to review and evaluate significant matters relating to audit, internal control and compliance. It reviews, with representatives of the independent registered public accounting firm, the scope and results of the audit of the financial statements, audit fees and any recommendations with respect to internal controls and financial matters. The United Bankshares, Inc. Board of Directors' Audit Committee Charter, as approved by the Board of Directors, governs the Audit Committee and is available on the corporate website under Policies at [www.ubsi-inc.com](http://www.ubsi-inc.com). Members of this committee are Robert G. Astorg, Chairman, William C. Pitt, III, Mary K. Weddle and P. Clinton Winter, Jr. Until May of 2008, Russell L. Isaacs served on the Audit Committee. The Audit Committee met four (4) times during 2008. All members of the Audit

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Committee are independent directors as independence is defined in the NASDAQ listing standards and the SEC rules.

**Audit Committee Financial Expert**

The Board of Directors has determined that all audit committee members are financially literate under the NASDAQ listing standards. The Board also determined that Robert G. Astorg and Mary K. Weddle each qualify as an audit committee financial expert as defined by the SEC rules adopted pursuant to the Sarbanes-Oxley Act of 2002. All of the audit committee financial experts are independent as independence is defined in the NASDAQ listing standards and the SEC rules.

**The Compensation Committee**

The Compensation Committee recommends executive officer and director compensation to the Board of Directors. The Compensation Committee is composed solely of independent directors as independence is defined under the NASDAQ listing standards and the SEC rules. Members of this committee are P. Clinton Winter, Jr., Chairman, W. Gaston Caperton, III, John M. McMahon, and G. Ogden Nutting. Until May of 2008, Russell L. Isaacs served as Chairman of the Compensation Committee. The Compensation Committee met two (2) times during the year. The Compensation Committee is governed by the Compensation Committee charter which is available on the corporate website under Policies at [www.ubsi-inc.com](http://www.ubsi-inc.com).

The Compensation Committee's primary processes and procedures for consideration and determination of executive compensation can be found in the Compensation Discussion and Analysis section under the headings Role of Executive Officers in Compensation Decisions and Overview of Compensation Program.

The Compensation Committee is also responsible for evaluating the compensation of our directors and recommending changes for consideration by the independent directors of the board when appropriate. The Compensation Committee uses peer group information when evaluating the compensation of our directors. Compensation for our directors who served on United's Board of Directors in 2008 can be found in the Director Compensation table on page 35.

**The Governance and Nominating Committee**

The purposes of the Governance and Nominating Committee are to evaluate and recommend candidates for election as directors, make recommendations concerning the size and composition of the Board of Directors, develop and implement United's corporate governance policies, approve annual director nominees for and any subsequent changes in the subsidiary banks' boards, develop specific criteria for director independence, and assess the effectiveness of the Board of Directors.

Nominations to the Board of Directors by a shareholder may be made only if such nominations are made in accordance with the procedures set forth in Article II, Section 5 of the Restated Bylaws of United, which section is set forth in full below:

Section 5. Nomination of directors. Directors shall be nominated by the Board prior to the giving of notice of any meeting of shareholders wherein directors are to be elected. Additional nominations of directors may be made by any shareholder; provided that such nomination or nominations must be made in writing, signed by the shareholder and received by the Chairman or President no later than ten (10) days from the date the notice of the meeting of shareholders was mailed; however, in the event that notice is mailed less than thirteen (13) days prior to the meeting, such nomination or nominations must be received no later than three (3) days prior to any meeting of the shareholders wherein directors are to be elected.



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In identifying nominees and evaluating and determining whether to nominate a candidate for a position on United's Board, the Committee considers the criteria outlined in United's corporate governance policy, which include the independence of the proposed nominee, diversity, age, skills and experience in the context of the needs of the Board. United regularly assesses the size of the Board, whether any vacancies are expected due to retirement or otherwise, and the need for particular expertise on the Board. Candidates may come to the attention of the Committee from current Board members, shareholders, professional search firms, officers or other persons. The Committee will consider and review all candidates in the same manner regardless of the source of the recommendation.

The Governance and Nominating Committee is composed of independent directors as independence is defined under the NASDAQ listing standards and the SEC rules. Members of this committee are G. Ogden Nutting, Chairman, W. Gaston Caperton, III, John M. McMahon, and P. Clinton Winter, Jr. The Governance and Nominating Committee met one (1) time during 2008. The charter for this committee is available on the corporate website under Policies at [www.ubsi-inc.com](http://www.ubsi-inc.com).

### **Related Party Transactions**

**Policies and Procedures.** The Board of Directors has adopted a written policy and procedure for review, approval and monitoring of transactions involving the Company and related persons (directors and executive officers or their immediate families, or shareholders owning five percent or greater of the Company's outstanding stock). The policy covers any related person transaction that meets the minimum threshold for disclosure in the proxy statement under the relevant SEC rules (generally, transactions involving amounts exceeding \$120,000 in which a related person has a direct or indirect material interest).

Related person transactions must be approved by the Audit Committee of the Board (the Committee). At each calendar year's first regularly scheduled Committee meeting, management recommends Related Person Transactions to be entered into by the Company for that calendar year, including the proposed aggregate value of such transactions if applicable. After review, the Committee approves or disapproves such transactions and at each subsequently scheduled meeting, management will update the Committee as to any material change to proposed transactions.

The Committee will consider all of the relevant facts and circumstances available to the Committee, including whether the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third person and whether the transaction violates any requirements of the Company's financing agreements.

In the event management recommends any further related person transactions subsequent to the first calendar year meeting, such transactions may be presented to the Committee for approval or preliminarily entered into by management subject to ratification by the Committee; provided that if ratification shall not be forthcoming, management will make all reasonable efforts to cancel or annul such transaction.

The Related Party Transaction Policy was adopted in January, 2007. All related party transactions since January 1, 2008, which were required to be reported in this proxy statement were approved by the Committee in accordance with the policy.

**Description of Related Person Transactions.** United's subsidiaries have had, and expect to have in the future, banking transactions with United and with its officers, directors, principal shareholders, or their interests (entities in which they have more than a 10% interest). The transactions, which at times involved loans in excess of \$120,000, were in the ordinary course of business, were made on substantially the same terms, including interest rates, collateral and repayment terms as those prevailing at the time for comparable transactions with persons not related to United and did not involve more than the normal risk of collectibility or present other unfavorable features. United's subsidiary banks are subject to federal statutes and regulations governing loans to officers and directors and

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loans extended to officers and directors are in compliance with such laws and are exempt from insider loan prohibitions included in the Sarbanes-Oxley Act of 2002.

In addition to the normal banking transactions described above, United Bank (WV) leases office space in its main Charleston branch from the Kanawha-Roxalana Company pursuant to a written lease agreement originally dated October 1, 1992, and amended on August 7, 2002 (the *United Center Lease*). The Kanawha-Roxalana Company is a shareholder of United, and the voting and investment authority for its shares are beneficially owned by its President and Chief Executive Officer, I. N. Smith, Jr., who retired from United's Board of Directors on May 19, 2008. The *United Center Lease* provided for an initial term of ten (10) years that commenced on October 1, 2002, and was extended for another ten (10) years with the amendment. The expiration date of the term of the lease is September 30, 2012. The *United Center Lease* provides for United Bank (WV) to pay a monthly base rent, which is based on square footage of the rentable areas, and additional monthly rent at a fixed monthly rate. Additionally, the *United Center Lease* provides for United Bank (WV) to pay its share of operating costs. On September 1, 2008, United Bank (WV) leased additional office space within this branch under the existing terms of the *United Center Lease*. Management believes the *United Center Lease* is on terms comparable to market terms for similar rental space in Charleston, West Virginia. During 2008, United paid rent expense of approximately \$885,000 under the *United Center Lease*.

In addition, United Bank (WV) leases land for one of its other Charleston branches from the Kanawha-Roxalana Company pursuant to a written lease agreement dated November 28, 2001 (the *Kanawha City Lease*). As previously mentioned, the Kanawha-Roxalana Company is a shareholder of United, and the voting and investment authority for its shares are beneficially owned by its President and Chief Executive Officer, I. N. Smith, Jr., who retired from United's Board of Directors on May 19, 2008. The *Kanawha City Lease* provides for an initial term of twenty-five (25) years that commenced on December 1, 2001, with five (5) additional five (5) year renewal options after expiration of the initial twenty-five (25) year term. The *Kanawha City Lease* provides for the base rent to be paid by United Bank (WV) to be adjusted on December 1, 2006, and every five (5) years thereafter following the commencement and any renewal option properly exercised by United Bank (WV). The adjusted amount of rent shall be calculated based on changes in the Consumer Price Index of the United States Bureau of Labor Statistics. Additionally, the *Kanawha City Lease* provides an option for United Bank (WV) to purchase the property after the expiration of the initial twenty-five year (25) term at a purchase price equal to the average of three separate appraisals. Upon the expiration of the *Kanawha City Lease* for any cause, all improvements and structures shall become the property of the Kanawha-Roxalana Company. Management believes the *Kanawha City Lease* is on terms comparable to market terms for similar rental space in Charleston, West Virginia. During 2008, United paid rent expense of approximately \$45,000 under the *Kanawha City Lease*.

F. T. Graff, Jr., a member of the Board of Directors of United, is a partner in the law firm of Bowles Rice McDavid Graff & Love LLP in Charleston, West Virginia. Bowles Rice McDavid Graff & Love LLP rendered legal services to United during 2008, and it is expected that the firm will continue to render certain services in the future. The fees paid to Bowles Rice McDavid Graff & Love LLP in 2008 were \$798,000, which represented less than 5% of that firm's revenues for the year 2008. The legal fees paid to Bowles Rice McDavid Graff & Love LLP were the ordinary and customary fees for such legal services. As partner of the law firm of Bowles Rice McDavid Graff & Love LLP, Mr. Graff's interest in the fees paid by United in 2008 was approximately \$17,000. This amount was calculated based on Mr. Graff's percentage of net income of Bowles Rice McDavid Graff & Love LLP, and was computed without regard to the amount of profit or loss.

**Table of Contents****Executive Officers**

Set forth below are the executive officers of United and relations that exist with affiliates and others for the past five years.

Name	Age	Present Position	Principal Occupation and Banking Experience During the Last Five Years
Richard M. Adams	62	Chairman of the Board & Chief Executive Officer since 1984 United; Chairman of the Board & Chief Executive Officer United Bank (WV), a subsidiary of United	Chairman of the Board & Chief Executive Officer United; Chairman of the Board & Chief Executive Officer United Bank (WV)
Richard M. Adams, Jr.	40	Executive Vice-President since 2000 United; President United Bank (WV), a subsidiary of United	Executive Vice-President United; President United Bank (WV); Executive Vice-President United Bank (WV); Senior Vice-President United Bank (WV); President United Brokerage Services, Inc.
James J. Consagra, Jr.	48	Executive Vice-President since 1999 United; President & Chief Executive Officer United Bank (VA), a subsidiary of United	Executive Vice-President United; President & Chief Executive Officer United Bank (VA); Executive Vice-President & Chief Financial Officer United Bank (VA)
James B. Hayhurst, Jr.	62	Executive Vice-President since 1986 United; Executive Vice-President United Bank (WV), a subsidiary of United	Executive Vice-President United; Executive Vice-President United Bank (WV)
Joe L. Wilson	61	Executive Vice-President since 1986 United; Executive Vice-President United Bank (WV), a subsidiary of United	Executive Vice-President United; Executive Vice-President United Bank (WV)
Steven E. Wilson	60	Executive Vice-President since 1986, Chief Financial Officer, & Treasurer since 1989 United; Secretary since 1999 United; Executive Vice-President, Chief Financial Officer, Treasurer & Secretary United Bank (WV), a subsidiary of United	Executive Vice-President, Chief Financial Officer, Treasurer & Secretary United; Executive Vice-President, Chief Financial Officer, Treasurer & Secretary United Bank (WV)

**Family Relationships**

Richard M. Adams and Richard M. Adams, Jr. are father and son.



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**COMPENSATION DISCUSSION AND ANALYSIS (CD&A)**

**Philosophy of Compensation Program**

The Company's philosophy is to ensure that the total compensation paid to all of its employees is fair, reasonable, competitive, and aligned with the best interests of our shareholders. United's Compensation Committee (the Committee), comprised entirely of independent directors, administers United's executive compensation program consistent with the Company's compensation philosophy. All elements of compensation for the Company's executive officers as well as all of its employees are determined by competitive practices from marketplace data. For example, base salaries fall within salary ranges formulated from competitive salary information for like positions in like financial institutions. This information is developed from salary surveys as well as other peer group information. This compensation data is verified from time to time by outside consultants.

The Company strives to link closely executive and nonexecutive compensation with the achievement of annual financial and non-financial performance goals. Compensation is based upon corporate performance, business unit performance, individual performance and an individual's level of responsibility. In general, the higher the level of responsibility, the greater the emphasis on corporate performance. It is the Company's practice to provide a mix of cash, equity-based compensation and other non-cash compensation that it believes balances the best interests of the Company's employees and the Company's shareholders.

United's compensation practices specifically related to its executive offices are presented in more detail in the following discussion and analysis.

**Role of Executive Officers in Compensation Decisions**

As provided in its charter, the Committee has the authority to determine all compensation components for the named executive officers and to approve equity awards to other executive officers of the Company. The Committee met in November 2008 to review the results of an Executive Compensation Survey completed and presented by Aon Consulting. In January 2009, the Committee met to act on compensation issues for the named executive officers.

**Overview of Compensation Program**

The Company's executive compensation program is designed to:

retain executive officers by paying them competitively, motivate them to contribute to the Company's success, and reward them for their performance;

link a substantial part of each executive officer's compensation to the performance of both the Company and the individual executive officer; and

encourage ownership of Company common stock by executive officers.

*2008 Executive Compensation Components*

For the fiscal year ended December 31, 2008, the principal components of compensation for named executive officers were:

salary;

annual incentive compensation;

long-term incentive equity based compensation; and

retirement and other benefits.

**Table of Contents***Role of Consultants, Peer Group, Surveys and Benchmarking*

The Company uses salary surveys and peer group information when evaluating the compensation of our executive officers. Periodically, the Committee retains the services of nationally recognized compensation consulting firms to provide independent advice on compensation matters and to review the Company's compensation program for all executive officers. In 2005 the Committee retained Aon Consulting, Inc., (Aon) to conduct an evaluation of the Company's executive compensation program. During 2008, the Committee again retained the services of Aon to complete a comprehensive evaluation of the Company's executive compensation program. Aon took its direction from and provided its report to the Committee. In its report, Aon consulting concluded that overall for the top executive group relative to 50<sup>th</sup> percentile expected values from the peer group data base, salaries and total cash compensation were at the low end of the broad competitive range. In addition, relative to the 50<sup>th</sup> percentile of published survey data, the CEO's base salary was within the competitive range, but below the 50<sup>th</sup> percentile (median), while total cash compensation and total direct compensation were below the broad competitive range. The Committee did not use the 2008 Aon report for purposes of benchmarking, but rather as a general reference for the purpose of comparing the Company's executive compensation program to that of other companies within the industry.

In determining executive compensation for 2008, the Committee used a peer group similar to the peer group used by Aon in its 2008 report. The peer group consisted of banking companies operating in the United States in the same lines of business as United and of similar size (the Peer Group). These companies represented diversified markets and fell within a market capitalization range of \$1.0 billion to \$2.0 billion when the peer group was developed. At December 31, 2007, United's market capitalization was \$1.21 billion. Several peers fell below the \$1 billion level in 2008. Based upon the Committee's desire to maintain peer consistency, these peers remained. The Peer Group may change from year to year as a result of consolidation in the industry or size of a member of the Peer Group. The Peer Group consists of:

Citizens Republic Bancorp (Michigan)

First Midwest Bancorp (Illinois)

FirstMerit Corp (Ohio)

Provident Bankshares (Maryland)

Susquehanna Bancshares (Pennsylvania)

Trustmark Corp (Mississippi)

Umpqua Holdings (Oregon)

United Community Banks (Georgia)

The Committee considered compensation information for the Peer Group gathered from documents filed with the Securities and Exchange Commission and publicly available executive compensation surveys.

The Committee also reviewed a summary compensation table which provides an overview of total compensation for each named executive officer. The summary compensation table includes the value of each component of compensation including base salary, annual incentive bonus, stock option awards, change in pension benefit value, change in non-qualified deferred compensation earnings and other compensation. The Committee reviews the compensation table on an annual basis.

*Salaries*

The first element of the executive compensation program is salaries. Salaries of the named executive officers are reviewed on an annual basis. In recent years, the Committee has been directing a shift in the mix of the Company's executive compensation toward incentive compensation. This strategy is intended to increase the performance orientation of the Company's executive compensation, and the Committee continued this emphasis in 2008. In setting

the base salary for the Chief Executive Officer, and in reviewing and approving the salaries for the other named executive officers, the Committee first reviews the history of and the proposals for the compensation for

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each individual, including cash and equity-based components. In setting the salaries of the executive officers, the Committee considers salaries paid by the Peer Group to executive officers holding equivalent positions, information contained in the Aon Consulting Executive Compensation Report, corporate performance, business unit performance, individual performance and an individual's level of responsibility.

Based on the competitive salary data described above, the Company established a competitive midpoint for a salary range which is used as a guideline to determine the executive officer's base salary for the following year. For 2008, the Committee increased base salaries for James J. Consagra, Jr., James B. Hayhurst, Jr., and Richard M. Adams, Jr., as reflected in the Summary Compensation Table on page 22. For 2009, the Company decided not to increase the base salaries for the named executive officers. The Company based its decision on the uncertain economic and earnings outlook for 2009 and the need to control expenses for the year.

*Annual Incentive Compensation*

The second element of the executive compensation program is annual incentive compensation. The purpose of the Company's annual incentive compensation is to motivate and reward executives for their contributions to the Company's performance by making a large portion of their cash compensation variable and dependent upon the Company's performance. The Committee annually adopts a plan for cash incentive awards. In determining the potential maximum annual incentive compensation to which an executive officer may be entitled, the Company uses a percentage of the base salary as a guideline to determine maximum annual incentive compensation. These percentages are based mainly on recommendations from the Aon Consulting study referred to above, cash incentive awards paid by the Peer Group to executive officers holding equivalent positions and published compensation survey data.

This percentage is reviewed and established by the Committee each year and is based on a composite rating of several factors, including the following corporate and individual goals:

earnings: earnings per share (EPS) growth to \$2.38 and outperform return on average assets (ROA) compared to the Peer Group

stock: outperform total shareholder returns from 1990, 2000 and the current year compared to the NASDAQ Index, the Peer Group, and potential acquirors

dividend: increase the dividend over the previous year

franchise value: interest of potential acquirors in United

unit performance: subsidiary banks of United meeting profit, loan, and deposit targets; and

other: individual objectives including risk management.



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The composite rating components used to achieve awarded percentages of the potential incentive payments were as follows:

	Richard M. Adams	James J. Consagra, Jr.	Steven E. Wilson	Richard M. Adams, Jr	James B. Hayhurst, Jr.
	Point Value (%)	Point Value (%)	Point Value (%)	Point Value (%)	Point Value (%)
<b>COMPONENTS</b>					
<b>Earnings</b>	30%	15%	15%	15%	15%
<b>Stock</b>	30%	15%	15%	15%	15%
<b>Dividend</b>	10%	5%	5%	5%	5%
<b>Franchise Value</b>	10%				
<b>Unit Performance</b>		45%	45%	45%	45%
<b>Other</b>	20%	20%	20%	20%	20%
<b>Total Point Value</b>	100%	100%	100%	100%	100%

The financial and individual performance measures for each of the named executive officers are weighted based upon the executive officer's area of responsibility and his ability to influence or affect the results in the designated areas. Company and individual performance measures were communicated to each named executive officer. These performance objectives are aggressive and dependent on factors the Company has control over, as well as factors over which the Company has no control. In order to attain the maximum annual incentive amount, all Company and individual performance goals must be substantially met. Even with strong performance, the maximum level of incentive compensation is difficult to attain.

Potential and actual incentive payments to the named executive officers for 2008 were as follows:

Name/Position	Incentive Potential as % of Base Salary	Awarded % of Potential
	\$ Incentive Potential	\$ Awarded
Richard M. Adams Chief Executive Officer	75% \$ 487,500	35% \$ 170,625
James J. Consagra, Jr. Executive Vice President	55% \$ 145,750	35% \$ 51,012
Steven E. Wilson Executive Vice President, Chief Financial Officer, Secretary and Treasurer	55% \$ 141,540	15% \$ 21,231
Richard M. Adams, Jr. Executive Vice President	55% \$ 123,750	32.5% \$ 40,218
James B. Hayhurst, Jr. Executive Vice President	55% \$ 123,750	20% \$ 24,750

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In 2008, the amount of the incentive payment was less than the full amount for which each of the named executives was eligible. The Committee's decision to award incentive payments to the named executive officers was based primarily on: Earnings: the Company's strong earnings performance of 1.09% return on assets which outperformed the Peer Group; Stock: outperformed total shareholder returns from 1990, 2000 and 2008 compared to the NASDAQ Index, the Peer Group and potential acquirors, and increased the stock price 19% for the year 2008; Dividend: increased the dividend for the 35<sup>th</sup> consecutive year; and Franchise Value: interest of potential acquirors as United is now the largest independent banking franchise remaining in the nation's capital MSA as a result of the acquisition of Chevy Chase. In addition, the Company's performance compared very favorably to the industry and other regional bank holding company peers. For the Company's Chief Executive Officer, the Committee's decision to award less than the full incentive amount was based primarily on the less than expected earnings per share performance of the Company which was targeted to be \$2.38. For the other named executive officers, the Committee's decision to award less than the full incentive amounts was based primarily on the less than expected earnings per share performance of the Company which was targeted to be \$2.38, and the individual's unit performance of the subsidiary banks which did not meet the profit, loan, and deposit targets.

*Long-Term Incentive Compensation*

The third element of the executive compensation program is long-term incentive compensation. The main component of the long-term incentive compensation program is the United Bankshares, Inc. 2006 Stock Option Plan (the 2006 Stock Option Plan). In January 2006, the Committee retained Towers Perrin to provide data and recommendations related to the design of the 2006 Stock Option Plan. The Committee recommended and the Company's stockholders approved the 2006 Stock Option Plan at the Annual Meeting on May 15, 2006. The purpose of the 2006 Stock Option Plan is to reward and retain officers in a manner that best aligns officers' interests with stockholders' interests. Under this plan, the Company may award options for up to 1,500,000 shares of the Company's common stock over the 5-year term of the plan to qualified officers of the Company and its subsidiaries. Any options granted by the Company will have an exercise price equal to the fair market value of the Company's stock based on the closing stock price of the Company's common stock as of the date of grant. The Company's practice is to grant option awards as of the date approved by the Committee at its November meeting. The Company has never granted an option priced on a date other than the grant date. These stock options will have value only if the market price of the common stock increases after the grant date. Options granted under the plan vest according to a schedule designated at the grant date.

Annual stock option grants for executive officers are a key element of market-competitive total compensation. The Committee approves annual stock option grants for the executive officers based on various factors including level of responsibility within the organization, contributions made to the success of the organization over the past year, compensation peer group data, a review of available published data on senior management compensation, and information contained in the Aon executive compensation study.

The Committee decided not to grant stock options to the executive officers in 2008 based upon the uncertain economic and earnings outlook for 2009 and the need to control expenses for the year.

*Perquisites and Other Personal Benefits*

Generally, the Company provides modest perquisites or personal benefits, and only with respect to benefits or services that are designed to assist a named executive officer in being productive and focused on his or her duties, and which management and the Committee believe are reasonable and consistent with the Company's overall compensation program. Management and the Committee periodically review the levels of perquisites or personal benefits provided to the named executive officers.

**Table of Contents***Retirement and Other Benefits*

United has a defined benefit retirement plan covering substantially all employees hired prior to October 1, 2007. Employees who meet the minimum age requirement, work at least 1,000 hours per year, and were hired prior to October 1, 2007, are covered under the UBSI Defined Benefit Pension Plan (the Plan). The cost of the Plan is fully funded by the Company. Employees hired or rehired on or after October 1, 2007, are not eligible to participate in this Plan. The Plan benefit is based on years of service and average salary. Maximum salary levels are set each year based on Internal Revenue Service regulations, and are generally less than the average salary of the named executive officers. These maximum levels limit the qualified pension benefit payout available to named executive officers percentage of current base pay.

To provide funding for the shortfall in qualified pension plan benefit, United provides Supplemental Executive Retirement Plan (SERP) agreements to the named executive officers. Accordingly, to the extent the named executive officer's annual retirement income exceeds the limitations imposed by the Internal Revenue Service, the excess benefits may be paid from the Company's SERP. In 2003, the Company retained Clark/Bardes to implement the Company's Supplemental Retirement Program and to determine its reasonableness and competitiveness in the market place. SERP agreements are generally provided to executives in the banking industry, and the Company considers them a necessary element of a competitive compensation package.

*Employment Agreements*

None of the named executive officers other than the Company's Chief Executive Officer, Mr. Adams, have an employment agreement with the Company. See the description of Mr. Adams' Employment Agreement under the heading Employment Contracts of Named Executive Officers on page 24.

In deciding to enter into an Employment Agreement with Mr. Adams and in deciding to extend the term of Mr. Adams' Employment Agreement, the Company considered the following factors: the Company's consistent long-term success in attaining its performance goals under Mr. Adams' leadership; Mr. Adams' 40 years of service to the Company; and the growth of the Company from a single office \$100 million bank to an \$8.0 billion regional bank holding company during Mr. Adams' 33-year tenure as Chief Executive Officer creating substantial long-term returns to the Company's shareholders.

*Termination and Change of Control*

The Company has entered into change of control agreements with the named executive officers. The Change of Control Agreements are designed to promote stability and continuity of senior management. Information regarding applicable payments under such agreements for the named executive officers is provided under the heading Potential Payments upon Termination or Change of Control on page 29.

*Non-Qualified Deferred Compensation*

The named executive officers, in addition to certain other executives, are entitled to participate in the Company's Non-Qualified Retirement and Savings Plan. Under the Non-Qualified Retirement and Savings Plan, eligible employees can defer up to 100% of earnings in excess of the limits prescribed by the Internal Revenue Service. The Company does not match or supplement executive contributions to this plan. The Non-Qualified Retirement and Savings Plan is discussed in further detail under the heading Non-Qualified Deferred Compensation on page 27.

*Other Compensation*

The Company provides other benefits to executive officers as well as all full-time employees. These benefits include the opportunity to participate in a Qualified Savings and Stock Investment 401K plan, medical and dental insurance plans, company paid group life and long-term disability plans, and paid time off.

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**Tax and Accounting Implications**

*Deductibility of Executive Compensation*

As part of its role, the Committee reviews and considers the deductibility of executive compensation under Section 162(m) of the Internal Revenue Code, which provides that the Company may not deduct compensation of more than \$1,000,000 that is paid to certain individuals. The Company believes that compensation paid under the management incentive plans is generally fully deductible for federal income tax purposes. However, in certain situations, the Committee may approve compensation that will not meet these requirements in order to ensure competitive levels of total compensation for its executive officers.

*Non-Qualified Deferred Compensation*

On October 22, 2004, the American Jobs Creation Act of 2004 was signed into law, changing the tax rules applicable to nonqualified deferred compensation arrangements. A more detailed discussion of the Company's nonqualified deferred compensation arrangements is provided on page 27 under the heading Non-Qualified Deferred Compensation.

*Accounting for Stock-Based Compensation*

Beginning on January 1, 2006, the Company began accounting for stock-based payments including its Stock Option Program, Long-Term Stock Grant Program, Restricted Stock Program and Stock Award Program in accordance with the requirements of FASB Statement 123(R).

**Table of Contents****EXECUTIVE COMPENSATION****Summary Compensation Table**

The following table is a summary of certain information concerning the compensation awarded or paid to, or earned by, the Company's named executive officers as determined as of the end of 2008.

Name and Principal Position	Year	Salary	Stock Option Awards	Non-Equity Incentive Plan Compen- sation (2)	Change in Pension Value and Non- qualified Deferred Compen- sation	All Other Compen- sation (4)	Total
					(3)		
Richard M. Adams Chairman of the Board and Chief Executive Officer	2008	\$650,000	\$70,600	\$170,625	\$494,763	\$154,259	\$1,540,246
	2007	\$650,000	\$11,767	\$195,000	\$240,805	\$341,583	\$1,439,155
	2006	\$641,667		\$292,500	\$345,255	\$441,851	\$1,721,273
Steven E. Wilson Executive Vice President, Chief Financial Officer, Secretary and Treasurer	2008	\$257,348	\$11,767	\$21,231	\$150,055	\$23,445	\$463,845
	2007	\$257,348	\$1,961		\$30,653	\$104,476	\$394,438
	2006	\$254,047		\$91,980	\$47,661	\$15,408	\$409,096
James B. Hayhurst, Jr. Executive Vice President	2008	\$222,450	\$23,533	\$24,750	\$171,243	\$26,587	\$468,562
	2007	\$217,350	\$3,922	\$47,820	\$39,149	\$49,748	\$357,989
	2006	\$214,900		\$56,510	\$57,911	\$59,672	\$388,993
James J. Consagra, Jr. Executive Vice President	2008	\$260,000	\$23,533	\$51,012	\$89,171	\$23,064	\$446,779
	2007	\$250,000	\$3,922	\$68,750	\$52,107	\$14,258	\$389,037
	2006	\$240,000		\$70,000	\$45,465	\$462,395	\$817,860
Richard M. Adams, Jr. (5) Executive Vice President	2008	\$218,333	\$23,533	\$40,218	\$71,448	\$15,245	\$368,776
	2007	\$205,000	\$3,922	\$56,380	\$39,614	\$13,254	\$318,170

**Footnotes:**

(1) Amounts reflect United's expense for stock options recognized in 2008 and 2007 in accordance with SFAS 123R. The expense was calculated using a binomial lattice pricing model based on a weighted-average fair value of \$7.06

per option granted in 2007. The weighted-average assumptions used in determining the valuation of these options using this methodology were as follows: average expected option life of 5.89 years; risk-free interest rate of 4.09%; a volatility factor of 0.2954; and a dividend yield of 3.00%. No other expense for stock options was recognized in 2008 and 2007 from prior grants as all those options were vested prior to December 31, 2005 and no options were granted to the named executive officers in 2008 and 2006.

- (2) The amounts disclosed for 2006 in this column were disclosed in the bonus column in United's proxy materials for the 2007 Annual Meeting. The amounts disclosed for 2006 should have been included in this column because the amounts were awarded pursuant to United's

Non-Equity Incentive Plan which is based on financial and individual performance measures that are communicated to the named executive officers. The amounts earned under United s Non-Equity Incentive Plan are disclosed in the year earned, although paid in the following year.

- (3) Change in value of executive officer s Pension and SERP benefit during the year of 2008. For Mr. R. Adams, the increase in Pension value was \$114,458 and the increase in SERP value was \$380,305. For Mr. Wilson, the increase in Pension value was \$114,472 while his SERP value increased \$35,583. For Mr. Hayhurst, the increase in Pension value was \$127,895 while his SERP value increased \$43,348. For Mr. Consagra, the increase in Pension value was

\$33,170 and the increase in SERP value was \$56,001. For Mr. R. Adams, Jr., the increase in Pension value was \$21,842 and the increase in SERP value was \$49,606.



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(4) Other  
Compensation  
includes  
perquisites  
(aggregate  
amounts for  
perquisites less  
than \$10,000 are  
not disclosed),  
company  
contributions to  
the named  
executive  
officer s 401(k)  
Plan,  
compensation  
due to the  
exercise of  
non-statutory  
stock options,  
and company  
paid life, health  
and disability  
insurance  
premiums.  
Perquisites are  
valued based on  
their  
incremental cost  
to the Company  
in accordance  
with SEC  
regulations.  
Aggregate  
perquisites of  
\$11,628 were  
provided to  
Mr. R. Adams  
in 2008, which  
exceeded  
\$10,000 and are  
thus included in  
his All Other  
Compensation  
column. His  
perquisites  
included a  
country club  
membership,

personal use of a company automobile, and a medical exam paid for by the company.

Aggregate perquisites of \$11,621 were provided to Mr. Consagra in 2008, which exceeded \$10,000 and are thus included in his All Other Compensation column. His perquisites included a country club membership, personal use of a company automobile, and expenses for Mr. Consagra's spouse to accompany him on business travel.

Compensation from the exercise of non-statutory stock options is pursuant to United's Stock Option Plans and/or the George Mason Bankshares Option Plan assumed in the George Mason Bankshares acquisition. The compensation amounts for 2008 from the exercise of

non-statutory options included for the named executive officers are as follows: Mr. R. Adams, \$117,920; Mr. Wilson, \$9,447; and Mr. Hayhurst, \$9,505.

- (5) Mr. Richard Adams, Jr. was not a named executive officer in 2006; accordingly, compensation information for Mr. R. Adams, Jr. is only shown for 2008 and 2007.

Salary and bonus amounts paid to the named executive officers as a percentage of total compensation are as follows for 2008: Mr. R. Adams 42.20%; Mr. Wilson 55.48%; Mr. Hayhurst 47.48%; Mr. Consagra 58.19%; and Mr. R. Adams, Jr. 59.20%.

**Grants of Plan-Based Awards**

The following table sets forth information concerning individual grants of all plan-based awards in the fiscal year 2008 to the named executives.

Name	Grant Date	Threshold (\$)	Target (\$)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup> Maximum (\$) <sup>(3)</sup>	Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(2)</sup> Threshold (#)	Target Maximum (#)	All Other Stock Awards Units (#)	All Other Option Awards (#)	Exercise or Base Price of Underlying Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$)
Richard M. Adams				\$ 487,500						
Steven E. Wilson				\$ 141,540						
James B. Hayhurst, Jr.				\$ 123,750						
James J. Consagra, Jr.				\$ 145,750						
Richard M. Adams, Jr.				\$ 123,750						

Footnotes:

- (1) Amounts awarded under United s Non-Equity Incentive Plan were paid February 15, 2009 and are set forth in the Non-Equity Incentive Plan compensation column of the Summary Compensation Table.
- (2) No options were granted to the named executive officers in 2008.
- (3) Amounts represent maximum potential payout opportunities for each of the named executive officers. For 2008, the maximum potential non-equity incentive compensation as a percentage of base salary for the named executive officers were as follows: Mr. R. Adams 75%; Mr. S. Wilson 55%; Mr. Consagra 55%;

Mr. Hayhurst  
55%; and Mr. R.  
Adams, Jr. 55%.

**Table of Contents****Employment Contracts of Named Executive Officers**

Richard M. Adams, Chairman and Chief Executive Officer of United and United Bank (WV), entered into an employment contract with United effective April 11, 1986. The original term of Mr. R. Adams' employment contract was five years commencing on March 31, 1986, with the provision that the contract could be extended annually for one (1) year to maintain a rolling five (5) year contract. This contract was amended on February 16, 1989 and on April 1, 1993 to provide for continued employment of Mr. Adams and on November 2001, to extend the initial term of the contract through March 31, 2007 with the provision for additional one (1) year term extensions by the Executive Committee with the approval of Mr. R. Adams. The employment contract was subsequently amended and restated in November of 2008 to comply with the requirements of Internal Revenue Code Section 409A. The term of this contract has been extended through March 31, 2014 and may be extended for additional one (1) year terms. Under the amended contract, Mr. R. Adams is required to devote his full-time energies to performing his duties as Chairman and CEO on behalf of United and its subsidiaries. The contract provides for a base compensation of \$650,000 for the year 2009 and additional benefits consistent with the office. This base compensation may be increased but not decreased. If the contract is terminated for any reason other than cause, Mr. R. Adams, or his family or estate, is entitled to a lump sum payment equal to his base salary for a sixty (60) month period. Under Mr. R. Adams' contract, cause is defined as based on (i) excessive, unapproved absences, (ii) gross or willful neglect of duty that results in some substantial loss to United, or (iii) fraud or commission of any criminal act, if proven. If the contract is terminated for cause, United must pay Mr. R. Adams' base salary only for the period of his active full-time employment to the date of termination.

The contract between Mr. R. Adams and United also provides for an additional gross-up payment by United to Mr. R. Adams in the event that a payment or distribution pursuant to the contract would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code of 1986, as amended. Any calculated gross-up payment amount shall be equal to one hundred percent (100%) of the excise tax plus one hundred percent (100%) of any federal, state and local income taxes plus the additional excise tax on the gross-up amount.

**Bank Owned Life Insurance (BOLI)**

United has purchased BOLI policies covering several key company officers including the named executive officers. The purchase of BOLI represents a tax-advantaged financing strategy that permits the company to meet its increasing benefit liability obligations in a more cost-effective manner. The intent is to create an independent source of funds to recoup some of the benefit expenses. The policies' earnings, including death proceeds, will be used to offset and recover a portion of the costs to carry the policies. Interest earned on the cash value is not subject to tax unless the policies are surrendered or borrowed against before the insured's death. United earned the following approximate amounts of income in 2008 related to the BOLI policies on the named executive officers: Mr. R. Adams, \$349,000; Mr. S. Wilson, \$114,000; Mr. Hayhurst, \$104,000; Mr. Consagra, \$11,000; and Mr. R. Adams, Jr., \$42,000.

**Employee Benefit Plans**

Except for the Deferred Compensation Plan applicable to directors, no directors or principal shareholders of United and its subsidiaries, other than those persons who are salaried officers, participate in any type of benefit plan of United.

United's subsidiaries provide, on a substantially non-contributory basis for all full-time employees, including the named executive officers, life, and disability insurance. Life insurance with a value of 250% of base salary, up to a maximum benefit of \$1,000,000, is provided to all full-time employees, including executive officers. The premiums paid by United for life insurance on any individual, which has a face value greater than \$50,000 is properly reported as compensation. These plans do not discriminate, in scope, terms or operation, in favor of the executive officers of United or its subsidiaries and are available generally to all full-time salaried employees of United and its subsidiaries.

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Employees, including the named executive officers, of United hired prior to October 1, 2007, or its participating subsidiaries, who complete one year of eligible service and are 21 years of age are eligible to participate in United's Pension Plan (the Pension Plan). The Pension Plan is noncontributory on the part of the employee. Pension benefits are based on years of service and the average of the employee's highest five consecutive plan years of basic compensation paid during the ten plan years preceding the date of determination. United's funding policy is to contribute annually the maximum amount that can be deducted for federal income tax purposes. Contributions are intended to provide not only for benefits attributed to service to date, but also for those expected to be earned in the future. Vesting is attained after five years of participation.

**Pension Benefits**

**Pension Plan.** The United Bankshares, Inc. Pension Plan is a defined benefit pension plan. It is a tax-qualified, broad-based plan generally available to all regular employees (with some exceptions) hired prior to October 1, 2007. Participation is automatic for those employees hired before October 1, 2007 and begins on January 1 or July 1 after an eligible employee completes one (1) year of service (12 consecutive months during which the employee completes at least 1,000 hours of service) and reaches the age of 21.

Normal benefits under the Pension Plan are based on these factors:

years of credited service

compensation of the employee, and

Social Security covered compensation.

An employee is 100% vested when the first of the following occurs:

the employee completes at least 5 years of service or

the employee reaches the normal retirement date or

the employee reaches early or disability retirement (regardless of whether the employee actually retires).

For purposes of calculating benefits under the Pension Plan, compensation is generally the pay an employee receives from United, including any pre-tax savings under a 401(k) plan maintained by United and salary reductions under an Internal Revenue Code Section 125 plan. Compensation does not include overtime, bonuses or director's fees. Maximum compensation limits for benefit calculations are set by governmental rules. The limit is indexed and may change each year. For 2008, the limit was \$230,000.

The employee's average compensation is used to calculate his or her retirement benefit. Average compensation is the employee's average pay over the consecutive five years out of the last ten years with the Company that produces the highest average.

Benefits are paid under the Pension Plan when an employee retires. Retirement under the Pension Plan can be normal retirement, early retirement, delayed retirement or disability retirement.

If an employee retires at the normal retirement age of 65, then the employee's monthly normal retirement benefit is equal to the sum of 1.25% of average compensation and 0.5% of average compensation in excess of Social Security covered compensation, multiplied by years of service up to 25 years. If an employee terminates employment before his or her normal retirement date, the employee is entitled to his or her vested accrued benefit. The employee will receive the benefits upon early retirement or at his or her normal retirement date, whichever comes first.

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An employee may elect early retirement after he or she reaches age 55 and has completed at least 5 years of service. The early retirement benefit is equal to the employee's accrued benefit as of his or her early retirement date. If payment of the early retirement benefit begins before the employee's normal retirement date, then the benefit is reduced.

**Supplemental Executive Retirement Agreements.** United has entered into Supplemental Retirement Agreements (SERPs) with each of its named executive officers to encourage such officers to remain employees of United. The SERPs are designed to provide a certain level of post-retirement income to the individuals who have a significant impact on the long-term growth and profitability of United. A more detailed description of the SERPs begins on page 29 of this Proxy Statement.

The following table shows the present value of the accumulated benefit under the Pension Plan and the SERPs as well as the years of credited service for each of the named executive officers. The values in the table reflect the actuarial present value of the named executive officer's accumulated benefit under each plan, computed as of December 31, 2008.

Name	Plan Name	Number of	Present Value	Payments
		Years	of	
		Credited	Accumulated	During
		Service	Benefit	Last
		(#)	(\$)	Fiscal
				Year
				(\$)
Richard M. Adams	Pension Plan	40	\$ 747,718	
	SERP	40	\$3,282,097	
Steven E. Wilson	Pension Plan	37	\$ 648,992	
	SERP	37	\$ 541,344	
James B. Hayhurst, Jr.	Pension Plan	37	\$ 735,176	
	SERP	37	\$ 321,376	
James J. Consagra, Jr.	Pension Plan	11	\$ 125,151	
	SERP	11	\$ 161,663	
Richard M. Adams, Jr.	Pension Plan	14	\$ 86,284	
	SERP	14	\$ 143,203	

The present value of the accumulated benefit for both the SERP and the Pension Plan benefits was calculated using the following weighted-average assumptions: discount rate of 6.25%; compensation increase rate of 3.25%; an investment return of 8.50% and an increase in Social Security wage base of 4.00%. Benefits under both the Pension Plan and the SERP are based on annual base salary and do not include bonuses, directors' fees, expense reimbursements, and employer contributions to retirement plans. For Mr. R. Adams, Mr. Hayhurst, and Mr. S. Wilson, the annual benefit under their SERP is further reduced by annual benefits payable at retirement under the Pension Plan and benefits under United's Savings and Stock Investment Plan.

Benefit figures shown are computed on the assumption that participants will retire at the earliest time available under the plan without any benefit reduction due to age. For the Pension Plan, the earliest retirement age is 55. For the SERPs, the earliest retirement ages without benefit reduction due to age for the named executive officers are as follows: Mr. R. Adams 65; Messrs. Hayhurst and S. Wilson 65; Messrs. Consagra and R. Adams, Jr. 60.

The Pension Plan and the SERP are designed to work together to provide each named executive officer with a certain level of benefits. Social Security benefits are deducted from the annual benefits payable under the Pension Plan and the annual benefits under the SERP for Messrs. R. Adams, Hayhurst, and S. Wilson are reduced by the



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annual benefits payable at retirement under Social Security, the Pension Plan and the benefits under United's Savings and Stock Investment Plan.

As a general rule, United does not grant extra years of service under the Pension Plan and the SERP. Exceptions may occur, however, in the case of mergers and acquisitions.

**Other Employee Plans**

Each employee of United, including named executive officers, who completes ninety (90) days of qualified service, is eligible to participate in the United Savings and Stock Investment Plan, a deferred compensation plan under Section 401(k) of the Internal Revenue Code. Each participant may contribute from 1% to 100% of compensation to his/her account, subject to Internal Revenue Service maximum deferral limits. Prior to December 31, 2008, after one year of eligible service, United matched 100% of the first 2% of salary deferred and 25% of the second 2% of salary deferred with United stock. Beginning January 1, 2009, United will match 100% of the first 3% of salary deferred and 25% of the next 1% of salary deferred with United stock. Vesting is 100% for employee deferrals and the company match at the time the employee makes his/her deferral.

United employees may participate in an employee stock purchase plan whereby its employees may purchase shares of United's common stock. Purchases made by employees under this plan are coordinated by the Personnel and Shareholder Relations Department of United Bank (WV), and involve stock purchased at market price for this purpose.

**Non-Qualified Deferred Compensation**

United provides a Non-Qualified Retirement and Savings Plan (the Non-Qualified Plan), which was amended and restated in November of 2008 to comply with Internal Revenue Code Section 409A, to provide a supplemental savings program for certain employees of the Company who are unable to make meaningful contributions to the United Savings and Stock Investment Plan. This plan is intended to benefit a select group of management or highly compensated employees of the Company. Each participant may elect to defer any percentage of his or her salary and bonus as a supplemental savings contribution. Participants may elect the manner in which their deferral contributions are deemed to be invested provided that no investments are made in assets located outside of the United States.

Participants are not entitled to the Non-Qualified Plan benefits prior to their date of employment termination. The benefits under the Non-Qualified Plan upon a participant's retirement, disability or termination of employment are paid either as a single lump sum or substantially equal installments over a period of not less than three nor more than ten years as elected by the participant. Upon death of a participant, his or her named beneficiary(ies) will receive such participant's benefits payable under the Non-Qualified Plan.

Each investment is subject to market risk. The degree of market risk varies by investment.

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The following table shows the contributions, earnings and year-end balances for 2008 with respect to non-qualified deferred compensation plans for the named executive officers:

<b>Name</b>	<b>Executive Contributions in Last FY (\$)</b>	<b>Registrant Contributions in Last FY (\$)</b>	<b>Aggregate Earnings in Last FY <sup>(1)</sup> (\$)</b>	<b>Aggregate Withdrawals/Distributions (\$)</b>	<b>Aggregate Balance at Last FYE (\$)</b>
Richard M. Adams					
Steven E. Wilson			\$ (8,760)		\$ 21,128
James B. Hayhurst, Jr.	\$ 10,061		\$ (38,957)		\$ 93,242
James J. Consagra, Jr.			\$ (4,442)		\$ 20,426
Richard M. Adams, Jr.			\$ 24,031		\$ 851,569

**Footnotes:**

- (1) None of the earnings shown above or in the previous year represent above-market or preferential earnings and, thus, are not included in the Summary Compensation Table.

The amount of earnings for the named executive officers in the year of 2008 by investment option is as follows:

<b>Fund Name</b>	<b>Aggregate Earnings in Last FY</b>	<b>Total Return in Last FY</b>
Federated Kaufmann A	\$ (1,130)	(42.22%)
Federated Mid-Cap Index	(3,344)	(36.35%)
Federated US Government 2-5 Bond	1,605	10.36%
Fidelity Advisor Growth Opportunities		(55.38%)
Fidelity Advisor Technology		(51.76%)
Fidelity Capital & Income	(7,431)	(31.90%)
Fidelity Diversified International	(18,972)	(45.21%)
Fidelity Low-Priced Stock	(3,744)	(36.17%)
Fidelity Mid-Cap Stock		(45.96%)
Fidelity Spartan Money Market	22,831	2.90%
Fidelity Spartan 500 Index	(12,746)	(37.05%)
Janus Twenty Fund	(6,792)	(41.97%)
Janus Worldwide		(45.02%)
MFS Utilities A		(37.54%)
Munder Internet A		(45.75%)

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Old Mutual Focused Fund	(1,356)	(32.70%)
PIMCO Total Return	1,752	4.56%
RS Emerging Growth		(45.61%)
T. Rowe Price Media & Telecom		46.46%
United Bankshares, Inc. Common Stock	1,200	23.44%
<b>Total</b>	<b>\$ (28,127)</b>	

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**Table of Contents****Potential Payments upon Termination or Change in Control**

**Supplemental Executive Retirement Agreements.** On July 27, 1990, United entered into a Supplemental Retirement Agreement ( SERP ) with Mr. Richard M. Adams. The agreement was amended on November 1, 2001 and was further amended in November of 2008 to comply with Internal Revenue Code Section 409A. This amended agreement provides for an annual supplemental retirement benefit upon his reaching age 65 or upon the later termination of his employment with United or an affiliated or successor entity to United, whichever last occurs. The annual benefit will be equal to seventy percent (70%) of the average of Mr. R. Adams' three highest base salaries, reduced by benefits actuarially calculated at the time the supplemental retirement benefit becomes payable under (i) the United Pension Plan; (ii) Social Security; and (iii) the United Savings and Stock Investment Plan. The amended agreement also provides for reduced benefits for early retirement before age 65 as well as payments to his spouse or his estate if unmarried in the event of his death. The benefits under the amended agreement are fully vested in Mr. R. Adams and survive his termination of employment from United or an affiliated or successor entity to United for whatever reason, including but not limited to, change in control, dismissal with or without cause, voluntary termination, expiration of contract or disability. The SERP was subsequently amended and restated in November of 2008 to comply with the requirements of Internal Revenue Code Section 409A.

On October 1, 2003, United entered into Supplemental Retirement Agreements with the named executive officers, Richard M. Adams, Jr., James J. Consagra, Jr., James B. Hayhurst, and Steven E. Wilson to encourage them to remain an employee of United. These Supplemental Retirement Agreements were amended in November of 2007 to add a death benefit payable to the participant's beneficiary and in November of 2008 in order to comply with Internal Revenue Code Section 409A.

The SERP for Messrs. James B. Hayhurst, Jr. and Steven E. Wilson ensures that each of these participating executive officers, when retiring at age 65 or later, receives a level of retirement benefits, without regard to years of service, equal to 70% of the executive officer's total base salary projected to be in effect at age 65. This annual benefit is reduced by (i) the benefit under the Pension Plan; (ii) Social Security benefits payable; and (iii) annual benefits payable, on a single life annuity basis, attributable to the employer's contributions on the executive officer's 401(k) plan. The annual benefit will be paid monthly for a period of fifteen (15) years. The executive may retire early at the age specified in the SERP and receive a benefit equal to 60% of the executive's final pay based on the same provisions set forth above.

The SERP for Mr. James J. Consagra, Jr. and Mr. Richard M. Adams, Jr. ensures that each will receive, at the age set forth in the SERP, an annual benefit equal to \$100,000, paid in monthly installments for a period of fifteen (15) years. If Mr. Consagra or Mr. R. Adams, Jr. retires or leaves employment early, the executive will receive an accrual benefit set forth in a Schedule to the SERP, subject to a ten (10) year vesting schedule. This early termination benefit will be paid monthly for a period of fifteen (15) years starting at the date of separation of service for a separation of service at or after age 60 or starts at age 60 for a separation from service before the age of 60.

**Change of Control Agreements.** In March of 1994, United entered into agreements with named executive officers Steven E. Wilson and James B. Hayhurst, Jr. to encourage those executive officers not to terminate their employment with United because of the possibility that United might be acquired by another entity. In August of 2000, United entered into similar change of control agreements with named executive officers Richard M. Adams, Jr. and James J. Consagra, Jr. The Change in Control Agreements were subsequently amended and restated in November of 2008 to comply with the requirements of Internal Revenue Code Section 409A. The Board of Directors determined that such an arrangement was appropriate, considering the entry of large regional bank holding companies into West Virginia. The agreements were not undertaken in the belief that a change of control of United was imminent.

Generally, the agreements provide severance compensation to those officers if their employment should end under certain specified conditions after a change of control of United. Compensation is paid upon any involuntary termination within two years following a change of control unless the officer is terminated for cause. In addition,

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compensation will be paid after a change of control if the officer voluntarily terminates employment within two years of a change in control because of a decrease in the total amount of the officer's base salary below the level in effect on the date of consummation of the change of control, without the officer's consent; a material reduction in the importance of the officer's job responsibilities without the officer's consent; geographical relocation of the officer without consent to an office more than fifty (50) miles from the officer's location at the time of a change of control; failure by United to obtain assumption of the contract by its successor or any termination of employment within thirty-six (36) months after consummation of a change of control which is effected for any reason other than good cause.

Under the agreements, a change of control is defined in Section 409A and the regulations issued thereunder and includes:

a change in the ownership of United which is defined to occur on the date that any one person, or more than one person acting as a group, acquires ownership of stock of United that, together with stock held by such person or group, constitutes more than 50 percent of the total fair market value or total voting power of the stock of United,

a change in the effective control of United, which is defined to occur on (1) the date any one person, or more than one person acting as a group, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) ownership of stock of United possessing 30% or more of the total voting power of United, and also to occur on (2) the date a majority of members of United's board of directors is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of United's board of directors before the date of the appointment or election, and

a change in the ownership of a substantial portion of United's assets which is defined to occur on the date that any one person, or more than one person acting as a group acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) assets from United that have a total gross fair market value equal to or more than 40% of the total gross fair market value of all of the assets of United immediately before such acquisition or acquisitions. For this purpose, gross fair market value means the value of the assets of United, or the value of the assets being disposed of, determined without regard to any liabilities associated with such assets.

Under the agreements, severance benefits include: (a) cash payment equal to the officer's monthly base salary in effect on either (i) the date of termination; or (ii) the date immediately preceding the change of control, whichever is higher, multiplied by the number of full months between the date of termination and the date that is thirty-six (36) months after the date of consummation of the change of control; (b) payment of a pro-rata amount of the cash incentive award, if any, awarded to executive under United's Incentive Plan; and (c) continuing participation in employee benefit plans and programs such as retirement, disability and medical insurance for the period of time during which the officer would be entitled (or would, but for such plan, be entitled) to continuation coverage under a group health plan of the service recipient under Code section 4980B (COBRA) if the officer elected such coverage and paid the applicable premiums, but in no event shall such period exceed thirty-six (36) months following the date of termination.

The agreements do not affect the right of United to terminate the officer, or change the salary or benefits of the officer, with or without good cause, prior to any change of control; provided, however, any termination or change which takes place after discussions have commenced which result in a change of control will be presumed to be a violation of the agreement and will entitle the officer to the benefits under the agreement, absent clear and convincing evidence to the contrary if such termination or change takes place within two years after the change of control.

The following table shows the potential incremental value transfer to each named executive under various employment scenarios. The table was prepared as though each named executive officer's employment was

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terminated on December 31, 2008 (the last business day of 2008). The amounts under the row labeled **If Change in Control (CIC) Termination Occurs during FY 2008** assume that a change in control occurred on December 31, 2008. We are required by the Securities and Exchange Commission to use these assumptions. With those assumptions taken as a given, the Company believes that the remaining assumptions listed in the footnotes below, which are necessary to produce these estimates, are reasonable in the aggregate. However, the executives' employment was not terminated on December 31, 2008, and a change in control did not occur on that date. There can be no assurance that a termination of employment, a change in control or both would produce the same or similar results as those described if either or both of them occur on any other date or at any other price, or if any assumption is not correct in fact.

<b>Incremental Value</b>	Richard M.	Steven E.	James B.	James J.	Richard M.
<b>Transfer</b>	Adams <sup>(2)</sup>	Wilson <sup>(3)</sup>	Hayhurst, Jr. <sup>(4)</sup>	Consagra, Jr. <sup>(5)</sup>	Adams, Jr. <sup>(6)</sup>
<b>If Retirement or Voluntary Termination Occurs during FY2008</b>					
<b>If Termination for Cause Occurs during FY2008</b>					
<b>If Termination Without Cause Occurs during FY2008</b>	\$4,650,000				
<b>If Change in Control (CIC) Termination Occurs during FY2008 <sup>(1)</sup></b>	\$4,539,894	\$963,527	\$884,225	\$1,017,123	\$878,381
<b>If Disability Occurs during FY2008</b>	\$5,791,392	\$600,000	\$360,000	\$2,703,000	\$3,000,000
<b>If Death Occurs during FY2008</b>	\$5,650,000	\$644,000	\$563,000	\$663,000	\$563,000

**Footnotes:**

- (1) The benefits listed in the row entitled **If Change in Control (CIC) Termination Occurs during FY 2008** are payable upon the happening of any of the following events within two years after a change in control:
- (i) involuntary termination unless the officer is terminated for cause; or
  - (ii) voluntarily termination of the

officer's  
employment  
because of (A) a  
decrease in the  
total amount of the  
officer's base salary  
below the level in  
effect on the date  
of consummation  
of the change of  
control, without the  
officer's consent,  
(B) a material  
reduction in the  
importance of the  
officer's job  
responsibilities  
without the officer's  
consent, (C)  
geographical  
relocation of the  
officer without  
consent to an office  
more than fifty  
(50) miles from the  
officer's location at  
the time of a  
change of control,  
or (D) failure by  
United to obtain  
assumption of the  
contract by its  
successor.

- (2) Mr. R. Adams  
severance benefit  
under an  
involuntary not for  
cause termination,  
voluntary  
termination within  
six months after a  
CIC, death or  
disability is equal  
to 5 times his base  
salary. If the  
termination for  
cause is based  
solely upon  
(i) excessive  
absenteeism

without approval by United, not caused by disability, (ii) gross or willful neglect of duty resulting in some substantial loss to United after Mr. R. Adams has been given written direction and reasonable time to perform such duties, or (iii) any acts or omissions on the part of Mr. R. Adams which when proven constitute fraud or commission of any criminal act involving the person or property of others or the public generally, or any combination of the above, United must pay Mr. R. Adams base salary only up until termination. Otherwise, if Mr. R. Adams is terminated for any other cause, his severance benefit is equal to 5 times his base salary. Mr. R. Adams is entitled to a 280G Gross-Up Payment for amounts paid by the Company subject to an excise tax imposed by Section 4999 of the Internal Revenue Code of 1986, as amended (the amount is



estimated based on current information) under an involuntary not for cause termination, voluntary termination within six months after a CIC, death or disability. Upon a CIC, Mr. R. Adams unvested options would immediately vest. Assuming the CIC occurred on December 31, 2008, the value of Mr. R. Adams stock options would have been \$163,500 which was calculated using the difference between the price per share of the Company's stock on the date of CIC (\$33.22 per share) and the option exercise price (\$27.77) multiplied by the number of options that would have vested (30,000). If Mr. R. Adams becomes completely disabled, he is eligible for disability benefits of \$23,779 per month up until age 65. Mr. R. Adams is fully vested in the benefits under his SERP Agreement for CIC, dismissal

with or without cause, voluntary termination, expiration of contract or disability. Upon Mr. R. Adams death, his named beneficiary(ies) will receive a benefit of \$1,000,000 from a company-paid life insurance policy.

- (3) Mr. Wilson's severance benefit for certain terminations within two years after a CIC is equal to his monthly base salary in effect on either (i) the date of termination; or (ii) the date immediately preceding the CIC, whichever is higher, multiplied by the number of full months between the date of termination and the date that is thirty-six (36) months after the date of consummation of the change

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in control. Also, Mr. Wilson is entitled to receive an additional payment equal to a pro-rata amount of the cash incentive award, if any, awarded to him under United's Incentive Plan for the prior year, and to participate in health care, life insurance and disability perquisites for the period of time during which he would be entitled (or would, but for such plan, be entitled) to continuation coverage under a group health plan of the service recipient under Code section 4980B (COBRA) if he elected such coverage and paid the applicable premiums, but in no event shall such period exceed thirty six (36) months following the applicable termination within two years after a CIC.

Upon a CIC, Mr. Wilson's unvested options would immediately vest. Assuming the CIC occurred on December 31, 2008, the value of Mr. Wilson's stock options would have been \$27,250 which was calculated using the difference between the price per share of the Company's stock on the date of CIC (\$33.22 per share) and the option exercise price (\$27.77) multiplied by the number of options that would have vested (5,000). If Mr. Wilson becomes completely disabled, he is eligible for disability benefits of \$10,000 per month up until age 65. Upon Mr. Wilson's death, his named beneficiary (ies) will receive a benefit of \$644,000 from a company-paid life insurance

policy.

- (4) Mr. Hayhurst's severance benefit for certain terminations within two years after a CIC is equal to his monthly base salary in effect on either (i) the date of termination; or (ii) the date immediately preceding the CIC, whichever is higher, multiplied by the number of full months between the date of termination and the date that is thirty-six (36) months after the date of consummation of the change in control. Also, Mr. Hayhurst is entitled to receive an additional payment equal to a pro-rata amount of the cash incentive award, if any, awarded to him under United's Incentive Plan for the prior year and to participate in health care, life insurance and disability

perquisites for the period of time during which he would be entitled (or would, but for such plan, be entitled) to continuation coverage under a group health plan of the service recipient under Code section 4980B (COBRA) if he elected such coverage and paid the applicable premiums, but in no event shall such period exceed 36 months following the applicable termination within two years after a CIC. Upon a CIC, Mr. Hayhurst's unvested options would immediately vest. Assuming the CIC occurred on December 31, 2008, the value of Mr. Hayhurst's stock options would have been \$54,500 which was calculated using the difference between the price per share of the

Company's stock on the date of CIC (\$33.22 per share) and the option exercise price (\$27.77) multiplied by the number of options that would have vested (10,000). If Mr. Hayhurst becomes completely disabled, he is eligible for disability benefits of \$10,000 per month up until age 65. Upon Mr. Hayhurst's death, his named beneficiary (ies) will receive a benefit of \$563,000 from a company-paid life insurance policy.

- (5) Mr. Consagra's severance benefit for certain terminations within two years after a CIC is equal to his monthly base salary in effect on either (i) the date of termination; or (ii) the date immediately preceding the CIC, whichever is higher, multiplied by

the number of full months between the date of termination and the date that is thirty-six (36) months after the date of consummation of the change in control. Also, Mr. Consagra is entitled to receive an additional payment equal to a pro-rata amount of the cash incentive award, if any, awarded to him under United's Incentive Plan for the prior year to participate in health care, life insurance and disability prerequisites for the period of time during which he would be entitled (or would, but for such plan, be entitled) to continuation coverage under a group health plan of the service recipient under Code section 4980B (COBRA) if he elected such coverage and paid the applicable premiums, but



in no event shall such period exceed thirty six (36) months following the applicable termination within two years after a CIC. Upon a CIC, Mr. Consagra's unvested options would immediately vest. Assuming the CIC occurred on December 31, 2008, the value of Mr. Consagra's stock options would have been \$54,500 which was calculated using the difference between the price per share of the Company's stock on the date of CIC (\$33.22 per share) and the option exercise price (\$27.77) multiplied by the number of options that would have vested (10,000). If Mr. Consagra becomes completely disabled, he is eligible for disability benefits of \$13,250 per month up until age 65. Upon

Mr. Consagra's death, his named beneficiary (ies) will receive a benefit of \$663,000 from a company-paid life insurance policy.

- (6) Mr. R. Adams, Jr.'s severance benefit for certain terminations within two years after a CIC is equal to his monthly base salary in effect on either (i) the date of termination; or (ii) the date immediately preceding the CIC, whichever is higher, multiplied by the number of full months between the date of termination and the date that is thirty-six (36) months after the date of consummation of the change in control. Also, Mr. R. Adams, Jr. is entitled to receive an additional payment equal to a pro-rata amount of the cash incentive

award, if any, awarded to him under United's Incentive Plan for the prior year and to participate in health care, life insurance and disability prerequisites for the period of time during which he would be entitled (or would, but for such plan, be entitled) to continuation coverage under a group health plan of the service recipient under Code section 4980B (COBRA) if he elected such coverage and paid the applicable premiums, but in no event shall such period exceed 36 months following the applicable termination within two years after a CIC. Upon a CIC, Mr. R. Adams, Jr.'s unvested options would immediately vest. Assuming the CIC occurred on December 31, 2008, the value of Mr. R.

Adams, Jr. 's stock options would have been \$54,500 which was calculated using the difference between the price per share of the Company 's stock on the date of CIC (\$33.22 per share) and the option exercise price (\$27.77) multiplied by the number of options that would have vested (10,000). If Mr. R. Adams, Jr. becomes completely disabled, he is eligible for disability benefits of \$10,000 per month up until age 65. Upon Mr. R. Adams, Jr. 's death, his named beneficiary (ies) will receive a benefit of \$563,000 from a company-paid life insurance policy.

**Outstanding Equity Awards at December 31, 2008**

The following table sets forth certain information regarding the number and term of stock option awards for each of the named executives as of December 31, 2008.

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Name	Option Awards				Stock Awards					
	Grant Date	Exercisable (#)	Unexercisable (#)	Options (#)	Price (\$)	Expiration Date	Vested (#)	Unvested (\$)	Vested (#)	Unvested (\$)
Richard M. Adams	11/04/99	24,000			\$25.6250	11/04/09				
	11/02/00	24,000			\$19.1875	11/02/10				
	11/01/01	30,000			\$27.1200	11/01/11				
	11/08/02	30,000			\$29.3700	11/08/12				
	11/06/03	30,000			\$30.2000	11/06/13				
	11/04/04	30,000			\$36.7100	11/04/14				
	11/03/05	30,000			\$37.1900	11/03/15				
	11/01/07			30,000	\$27.7700	11/01/17				
Steven E. Wilson	11/04/99	12,000			\$25.6250	11/04/09				
	11/02/00	12,000			\$19.1875	11/02/10				
	11/01/01	14,400			\$27.1200	11/01/11				
	11/08/02	15,000			\$29.3700	11/08/12				
	11/06/03	15,000			\$30.2000	11/06/13				
	11/04/04	15,000			\$36.7100	11/04/14				
	11/03/05	15,000			\$37.1900	11/03/15				
	11/01/07			5,000	\$27.7700	11/01/17				
James B. Hayhurst, Jr.	11/04/99	7,500			\$25.6250	11/04/09				
	11/02/00	7,500			\$19.1875	11/02/10				
	11/01/01	9,000			\$27.1200	11/01/11				
	11/08/02	10,000			\$29.3700	11/08/12				
	11/06/03	10,000			\$30.2000	11/06/13				
	11/04/04	10,000			\$36.7100	11/04/14				
	11/03/05	10,000			\$37.1900	11/03/15				
	11/01/07			10,000	\$27.7700	11/01/17				

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James J. Consagra, Jr.	11/04/99	6,000		\$25.6250	11/04/09
	11/02/00	7,500		\$19.1875	11/02/10
	11/01/01	9,000		\$27.1200	11/01/11
	11/08/02	10,000		\$29.3700	11/08/12
	11/06/03	10,000		\$30.2000	11/06/13
	11/04/04	10,000		\$36.7100	11/04/14
	11/03/05	10,000		\$37.1900	11/03/15
	11/01/07		10,000	\$27.7700	11/01/17

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Name	Option Awards				Stock Awards				
	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Exercised Options (#)	Option Price (\$)	Expiration Date	Equity Awards: Market of Value of Unearned Shares, Units or Rights That Have Not	Equity Awards: Market of Value of Unearned Shares, Units or Rights That Have Not	Equity Awards: Market of Value of Unearned Shares, Units or Rights That Have Not	Equity Awards: Market of Value of Unearned Shares, Units or Rights That Have Not
Richard M. Adams, Jr.	11/02/00	355			\$19.1875	11/02/10			
	11/01/01	1,919			\$27.1200	11/01/11			
	11/08/02	7,428			\$29.3700	11/08/12			
	11/06/03	10,000			\$30.2000	11/06/13			
	11/04/04	10,000			\$36.7100	11/04/14			
	11/03/05	10,000			\$37.1900	11/03/15			
	11/01/07		10,000		\$27.7700	11/01/17			

**Footnotes:**

- (1) All options except for the options granted in 2007 were vested as of December 31, 2008.
- (2) All unexercisable options, consisting solely of those options granted in 2007,

vest on  
November 1,  
2010.

### Stock Option Exercises and Stock Vested During 2008

The following table sets forth certain information regarding individual exercises of stock options and stock awards vested during 2008 by each of the named executive officers.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise <sup>(1)</sup> (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Richard M. Adams	24,000	\$ 139,440		
Steven E. Wilson	10,000	\$ 14,210		
James B. Hayhurst, Jr.	7,000	\$ 20,720		
James J. Consagra, Jr.				
Richard M. Adams, Jr.				

#### Footnotes:

- (1) Total value realized is the difference between the market price of the underlying securities at exercise and the exercise price of the options.



**Table of Contents****Director Compensation**

The following table sets forth certain information regarding the compensation earned by or awarded to each director who served on United's Board of Directors in 2008 except for Mr. Richard M. Adams whose compensation as a named executive officer of the Company is presented in the Summary Compensation Table on page 22. Mr. R. Adams is not compensated for his board service.

Name	Fees Earned or		Option Awards (\$) <sup>(1)</sup>	Non-Equity Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
	Paid in Cash (\$)	Stock Awards (\$)					
Robert G. Astorg	\$31,200						\$31,200
Thomas J. Blair, III <sup>(2)</sup>	\$11,200						\$11,200
W. Gaston Caperton, III	\$20,400						\$20,400
Lawrence K. Doll <sup>(3)</sup>	\$19,200		\$7,060		\$28,880	\$22,614	\$77,754
Theodore J. Georgelas	\$16,925						\$16,925
F. T. Graff, Jr.	\$19,200						\$19,200
Russell L. Isaacs <sup>(2)</sup>	\$20,400						\$20,400
John M. McMahon	\$24,125						\$24,125
J. Paul McNamara <sup>(4)</sup>	\$18,825				\$8,224		\$27,049
G. Ogden Nutting	\$24,000						\$24,000
William C. Pitt, III	\$19,200						\$19,200
I. N. Smith, Jr. <sup>(2)(5)</sup>	\$11,200				\$12,551		\$23,751
Donald L. Unger <sup>(6)</sup>			\$5,883		\$64,740	\$12,174	\$82,797
Mary K. Weddle	\$22,475						\$22,475
Gary G. White <sup>(7)</sup>	\$5,600						\$5,600
P. Clinton Winter, Jr.	\$33,600						\$33,600

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**Footnotes:**

- (1) Amounts reflect United's expense for stock options recognized in 2008 in accordance with SFAS 123R. The expense was calculated using a binomial lattice option pricing model based on a weighted-average fair value of \$7.06 per option granted in 2007. The weighted-average assumptions used in determining the valuation of these options using this methodology were as follows: average expected option life of 5.89 years; risk-free interest rate of 4.09%; volatility factor of 0.2954; and a dividend yield of 3.00%. No other expense for stock options was recognized in 2008 from prior grants as all those options were vested prior to December 31, 2005 and no options were granted to United directors in 2008 and 2006. The grant date fair value under FAS

123R for the 2007 stock options awarded was \$38,830 and was based on the closing price of \$27.77 for a share of United s common stock on November 1, 2007.

- (2) Mr. Blair, Mr. Isaacs, and Mr. Smith retired from the Board of Directors on May 19, 2008.
  
- (3) In 2008, Mr. Doll received a salary of \$100,000 as Chairman of the United Bank (VA) Board of Directors which is not included in the table above. Included in Mr. Doll s Other Compensation are amounts reimbursed for medical insurance premiums and perquisites in the amount of \$16,731 which Mr. Doll received in his capacity as Chairman of the United Bank (VA) Board of Directors. The perquisites consist of an automobile allowance and dinner club dues.
  
- (4) Mr. McNamara received \$258,555

in 2008 under a SERP Agreement United assumed in the acquisition of Sequoia Bancshares, Inc. which is not included in the table above.

(5) Mr. Smith received \$35,905 from United's Pension Plan as a retired employee of the Company which is not included in the table above.

(6) In 2008, Mr. Unger received a salary of \$225,000 as an employee of United Bank (VA) which is not included in the table above. Mr. Unger's Other Compensation includes company contributions to his 401(k) Plan and company paid life, health and disability coverage premiums.

(7) Mr. White was added to the Board of Directors on September 29, 2008.

Except for Mr. R. Adams and Mr. Unger, directors of the Company receive a fee of \$1,200 for each United Board Meeting attended and a retainer of \$800 per month regardless of meeting attendance. Mr. R. Adams and Mr. Unger receive no compensation for their board service. In addition, as members of United Bank's (VA) Board of Directors (Bank Board), Mr. Georgelas, Mr. McMahan, Mr. McNamara and Ms. Weddle, each receive a fee of \$525 for each Bank Board meeting attended.

Each director who serves on the Executive, Audit, Compensation, and Governance and Nominating Committees receives a fee of \$1,200 for each United Board Committee Meeting attended except for Mr. R. Adams, Mr. Unger and Mr. Astorg. Mr. R. Adams and Mr. Unger receive no compensation for serving on any committee. Mr. Astorg, as Chairman of the Audit Committee, receives a retainer payment of \$1,200 per month without regard to committee meeting attendance. Mr. Winter, as Chairman of the Compensation Committee, receives a retainer payment of \$1,200 per quarter without regard to committee meeting attendance in addition to the fee of \$1,200 for each United Board Committee Meeting attended. As Chairman of the Governance and Nominating Committee, Mr. Nutting receives a retainer payment of \$1,200 per quarter without regard to committee meeting attendance in addition to the fee of \$1,200 for each United Board Committee Meeting attended. Mr. Winter, as Lead Director of the independent directors of the Board, receives a retainer payment of \$1,200 per quarter without regard to meeting attendance in addition to the fee of \$1,200 for each United Board Committee Meeting attended.

On November 24, 2008, the Board of Directors approved a Deferred Compensation Plan (the Plan ) for the Directors of United as well as for the directors of its two banking subsidiaries, United Bank (WV) and United Bank (VA). This Plan was drafted to be compliant with Internal Revenue Code Section 409A. Under the Plan, any director may defer all or any portion of his or her fees for board service. A participant's deferral account will be held in trust by United until distribution. Amounts deferred under the Plan will be payable twelve months after separation from service in either a single lump sum payment or equal monthly, quarterly or annual installment payments over a period of not more than five years.

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J. Paul McNamara entered into an employment agreement with United, effective as of October 11, 2003. During the three-year term of the agreement, Mr. McNamara was to serve as Vice Chairman of United Bank (VA) and a member of United's Board of Directors. On October 31, 2005, Mr. McNamara retired as Vice Chairman of United Bank (VA) and by mutual agreement, United and Mr. McNamara terminated the employment agreement. Mr. McNamara is fully vested in the normal retirement benefit provided for under the salary continuation agreement assumed by United, and United continued his participation in health and welfare benefits, or provided similar coverage until October 31, 2008.

Donald L. Unger entered into an Amended and Restated Employment Agreement (Employment Agreement) with United, effective as of November 24, 2008, to memorialize certain oral arrangements between Marathon Financial Corporation and Mr. Unger in order to comply with Internal Revenue Code (Code) Section 409A and in order to make certain definitional, timing of payment and other changes also needed to comply with Code Section 409A. Marathon Financial Corporation was acquired by Premier Community Bankshares, Inc. (Premier) and United acquired Premier in 2007. The term of the Employment Agreement extends to July 13, 2009 but may be terminated prior to July 13, 2009 by resignation of Mr. Unger, termination by United, disability or death. Under the Employment Agreement, Mr. Unger is paid a salary of \$108,000 per year, is entitled to participate in United's pension, group insurance, deferred compensation or other benefit plans, and incentive plans presently in effect. In addition, Mr. Unger is provided a motor vehicle for his personal and business use.

Under the Employment Agreement, if Mr. Unger dies during the term of the Employment Agreement, he is paid a lump sum payment equal to one month's salary. If United terminates Mr. Unger's employment without cause or Mr. Unger resigns for good reason, then Mr. Unger is paid the salary that he would have been entitled to for the remaining term of the Employment Agreement ending on July 13, 2009, and is entitled to participate under United's group health plan, disability insurance plan and medical insurance plan for a certain period of time. If Mr. Unger resigns or he is terminated for cause, then Mr. Unger is only entitled to receive benefits that he would otherwise be eligible to receive under United's benefit plans.

If Mr. Unger is terminated for any reason other than cause within two years following a change in control of United, then Mr. Unger will be paid, in addition to any other payments to which he may be entitled under the Employment Agreement, a cash amount equal to the greater of (i) the salary that he would have been entitled to for the remaining term of the Employment Agreement; or (ii) the product of Mr. Unger's annual salary and the multiple of the book value per share of United's common stock received by United's shareholders in connection with the change of control, provided that the multiple not exceed 3. Upon a change in control of United, all stock options granted to Mr. Unger become immediately exercisable regardless of whether such options are exercisable or vested. Any payments made to Mr. Unger under the Employment Agreement, including payments made in the event of a change in control, that constitute an excess parachute payment within the meaning of Section 280G of the Internal Revenue Code will be reduced to the amount which may be paid by United without causing any payment to be nondeductible by United and subject to the excise tax.

Mr. Unger's Employment Agreement also contains a non-competition provision that restricts Mr. Unger from engaging in competition with United within a 50 mile radius of any United office during the term of the Employment Agreement and for a period of two years following the termination of the Employment Agreement.

On January 1, 2004, The Marathon Bank, acquired by United Bank (VA), entered into a non-qualified unfunded supplemental retirement agreement with Mr. Unger. This agreement was amended and restated in November of 2008 by United Bank (VA) and United in order to comply with the requirements of Code Section 409A. This amended agreement provides for 180 monthly supplemental retirement benefit payments upon his separation from service on or after reaching age 65 equal to 25% of Mr. Unger's base salary (before any adjustments for deferrals to 401(k) plan or deferred compensation plan) plus any bonuses paid to Mr. Unger in the last complete calendar year of his employment divided by 12. If Mr. Unger becomes disabled prior to reaching age 65, then the monthly benefit will be paid to Mr. Unger beginning on the date of disability. The monthly benefit is reduced by a vesting factor if Mr. Unger's employment is terminated for any reason other than death, disability or for cause prior

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to attainment of age 65. If Mr. Unger dies before attaining age 65, then no benefits are due under the agreement. If Mr. Unger dies after attaining age 65, then the monthly benefits will be paid to Mr. Unger's beneficiary. If Mr. Unger competes with United after his employment is terminated, then he forfeits the benefits under the agreement unless his termination is after a change in control and for reasons other than cause. Upon a change in control, the vesting factor for the monthly benefits is 100%. United's obligation to make the benefit payments to Mr. Unger under this agreement is unfunded.

On September 22, 1998, The Marathon Bank entered into a Deferred Compensation Agreement with Mr. Unger that was amended and restated by United in November of 2008 in order to comply with the requirements of Code Section 409A. Under the original agreement, Mr. Unger was able to defer a portion of his salary. The deferred salary is held in trust, which trust agreement was also amended in order to comply with the requirements of Code Section 409A, and which trust is subject to claims of creditors of United, in accounts reflecting Mr. Unger's investment elections. The agreement was amended and restated to discontinue all compensation reduction and deferrals for all calendar years after 2008. Salary that was previously deferred, plus net earnings, and net of losses, as the case may be, under the original agreement will be payable upon Mr. Unger's death, disability or separation from service with United in either a lump sum payment or equal installment payments (if Mr. Unger previously elected that the compensation be paid in installments).

On June 1, 2004, The Marathon Bank entered into a Life Insurance Endorsement Method Split Dollar Plan Management Agreement with Mr. Unger. From and after a change in control, Mr. Unger is 100% vested in the death benefit under the agreement, even after termination of employment, provided that his employment is not terminated for cause. The death benefit is equal to three times Mr. Unger's final compensation (defined as Mr. Unger's compensation for the last complete calendar years of employment which is includable in gross income for Federal income tax purposes plus any deferrals made to a section 401(k) or 125 plan by the United Bank (VA) or Mr. Unger on his behalf). In addition, the agreement was amended in November of 2008 to provide that if Mr. Unger purchased from United Bank (VA), any insurance policy under the agreement, the purchase would be at fair market value.

**REPORT OF THE COMPENSATION COMMITTEE  
ON EXECUTIVE COMPENSATION**

**Compensation Committee Report**

*The following Compensation Committee Report shall not be deemed soliciting material or to be filed with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that United specifically incorporates it by reference into such filing.*

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

**Compensation Committee**

W. Gaston Caperton, III  
G. Ogden Nutting

John M. McMahon  
P. Clinton Winter, Jr., Chairman

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**Compensation Committee Interlocks and Insider Participation**

The Compensation Committee consists of the following members: W. Gaston Caperton, III, John M. McMahon, P. Clinton Winter, Jr., and G. Ogden Nutting. No member of the Compensation Committee was a member or officer of the Company or any of its subsidiaries during 2008 or was formerly an officer of the Company or any of its subsidiaries. No executive officer of the Company has served as a member of the Compensation Committee or as a director of any other entity whose executive officers have served on the Compensation Committee of the Company or has served as a director of the Company. In addition, no member of the Compensation Committee has had any relationship with the Company requiring disclosure under Item 404 of Regulation S-K under the Exchange Act.

**PROPOSAL 2: RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Subject to ratification by United's shareholders, United's Audit Committee has selected Ernst & Young LLP (Ernst & Young), Charleston, West Virginia as the independent registered public accounting firm for United to audit the consolidated financial statements of United and its subsidiaries for the fiscal year ending December 31, 2009. Ernst & Young has audited the financial statements of United and its subsidiaries since 1986.

Representatives of Ernst & Young will be present at the Annual Meeting and will have an opportunity to make a statement if they desire to do so. Such representatives of the firm will be available to respond to appropriate shareholder inquiries at the Annual Meeting.

The affirmative vote of a majority of votes cast on this proposal is required for the approval of this proposal. In determining whether the proposal has received the requisite number of affirmative votes, abstentions and broker non-votes will be disregarded and will have no effect on the outcome of the vote.

Shareholder ratification of the selection of Ernst & Young as our independent registered public accounting firm is not required by our Bylaws or otherwise. However, the Board of Directors is submitting the selection of Ernst & Young to the shareholders for ratification as a matter of good corporate practice. If the shareholders fail to ratify the selection, the Audit Committee will terminate Ernst & Young as the Company's independent registered public accounting firm and direct the appointment of a different firm. Even if the selection is ratified, the Audit Committee and the Board of Directors in their discretion may direct the appointment of different independent auditors at any time during the year if they determine that such a change would be in the best interests of the Company and its shareholders.

**The Audit Committee and the Board of Directors recommends a vote FOR the ratification of Ernst & Young as the independent registered accounting firm for United.**

**AUDIT COMMITTEE AND INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**Audit Committee Report**

The United Bankshares, Inc. Audit Committee reviews United's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process including the systems of internal control. United's independent registered public accounting firm is responsible for expressing an opinion on the conformity of the audited financial statements with U.S. generally accepted accounting principles and on the effectiveness of internal control over financial reporting. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed with management and the independent



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registered public accounting firm the 2008 audited financial statements. This discussion included the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements.

The Audit Committee discussed with the independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61, as Amended by Statement on Auditing Standards, No. 90, Communications with Audit Committees and as adopted by the Public Company Accounting Oversight Board (PCAOB) in Rule 3200T. In addition, the Audit Committee received from the independent registered public accounting firm the written disclosures and the letter required by PCAOB Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence, and discussed with them their independence from the Company and its management. The Audit Committee determined that the nonaudit services provided to the Company by the independent registered public accounting firm are compatible with the auditors' independence.

In reliance on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board of Directors approved, that the audited financial statements and management's report on the effectiveness of internal control over financial reporting be included in United's Annual Report on Form 10-K for the year ended December 31, 2008, for filing with the Securities and Exchange Commission.

No member of the Audit Committee is a former or current officer or employee of United.

**Audit Committee**

Robert G. Astorg, Chairman  
Mary K. Weddle

William C. Pitt, III  
P. Clinton Winter, Jr.

**Pre-Approval Policies and Procedures**

The Audit Committee has adopted a policy that requires advance approval of all audit, audit-related, tax services and other services performed by the independent registered public accounting firm. The policy provides for pre-approval by the Audit Committee of specifically defined audit and non-audit services. Unless the specific service has been previously pre-approved with respect to that year, the Audit Committee must approve the permitted service before the independent auditor is engaged to perform it. The Audit Committee has delegated to the Chair of the Audit Committee authority to pre-approve permitted services provided that the Chair reports any decisions to the Committee at its next scheduled meeting. During 2008 and 2007, all services related to the audit, audit-related and tax fees described below provided by Ernst & Young LLP were pre-approved by the Audit Committee.

**Independent Registered Public Accounting Firm Fees Information**

**Audit Fees.** Fees for audit services were \$686,800 in 2008 and \$702,700 in 2007, including fees associated with the annual audit, the reviews of United's quarterly reports on Form 10-Q and annual report on Form 10-K, and required statutory audits as well as the audit of management's assertion on the effectiveness of internal control over financial reporting.

**Audit-Related Fees.** Fees for audit-related services were \$100,300 in 2008 and \$97,400 in 2007. Audit-related services principally include audits of certain subsidiaries, employee benefit plans, and other attest services not classified as audit.

**Tax Fees.** Fees for tax services, including tax compliance, tax advice and tax planning were \$173,850 in 2008 and \$101,400 in 2007.

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**REQUIREMENTS, INCLUDING DEADLINES, FOR SUBMISSION OF PROXY PROPOSALS,  
NOMINATIONS OF DIRECTORS, AND OTHER BUSINESS OF SHAREHOLDERS**

**Nomination of Directors**

Shareholder nominations for Directors may be made only if such nominations are made in accordance with the procedures set forth in Article II, Section 5 of the Restated Bylaws of United, which section, in full, is set forth below: Section 5. Nomination of directors. Directors shall be nominated by the Board prior to the giving of notice of any meeting of shareholders wherein directors are to be elected. Additional nominations of directors may be made by any shareholder; provided that such nomination or nominations must be made in writing, signed by the shareholder and received by the Chairman or President no later than ten (10) days from the date the notice of the meeting of shareholders was mailed; however, in the event that notice is mailed less than thirteen (13) days prior to the meeting, such nomination or nominations must be received no later than three (3) days prior to any meeting of the shareholders wherein directors are to be elected.

**Stock Transfers**

United Bankshares, Inc. common stock is listed on the NASDAQ Global Select Market. The quotation symbol is UBSI .

**Shareholder Proposals for 2010 Annual Meeting**

Presently, the next annual meeting of United shareholders is scheduled for May 17, 2010. Under the SEC rules, any shareholder proposals to be presented at the 2010 Annual Meeting must be received at the principal office of United no later than December 10, 2009 for inclusion in the proxy statement and form of proxy relating to the 2010 Annual Meeting. If the scheduled date for the 2010 Annual Meeting is changed by more than thirty (30) days, shareholders will be informed of the new meeting date and the revised date by which shareholder proposals must be received. We strongly encourage any shareholder interested in submitting a proposal to consult knowledgeable counsel with regard to the detailed requirements of applicable securities laws. Submitting a proposal does not guarantee that we will include it in our proxy statement.

In order to be considered for possible action by shareholders at the 2010 Annual Meeting, shareholder proposals not included in the Company's proxy statement must be submitted to the principal office of United by February 23, 2010, which is 45 calendar days before the one year anniversary of the date United released the previous year's annual proxy statement to shareholders. If notice is not provided by February 23, 2010, the proposal will be considered untimely and, if presented at the 2010 Annual Meeting, the persons named in the Company's proxy for the 2010 Annual Meeting will be able to exercise discretionary authority to vote on any such proposal to the extent authorized by Rule 14a-4(c) under the Securities Exchange Act of 1934, as amended. All shareholder proposals must comply with Rule 14a-8 under the Securities Exchange Act of 1934, as amended, as well as United's Bylaws.

**Shareholder Account Maintenance**

BNY Mellon Shareowner Services acts as our Transfer Agent. All communications concerning accounts of shareholders of record, including address changes, name changes, inquiries as to requirements to transfer common shares and similar issues can be handled by contacting the Shareholder Relations Department, (304) 424-8800, or by writing to us at the corporate offices located at United Square, Fifth and Avery Streets, Parkersburg, West Virginia 26101.

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**Shareholder Communications**

Shareholders of United may communicate with the Board of Directors, including non-management directors, by sending a letter to UBSI Board of Directors, c/o Steven Wilson, Corporate Secretary, 514 Market Street, Parkersburg, WV 26101. Communications sent by qualified shareholders for proper, non-commercial purposes will be transmitted to the Board of Directors or appropriate committee as soon as practicable.

If the personnel responsible for receiving and processing the communications determine that the substance of the communication is not of a type that is appropriate for delivery to the Board of Directors, the personnel shall take the following action:

if the communication is in respect of an individual grievance or other interest that is personal to the party submitting the communication, the personnel shall determine if there exists a standing body or department of the Company which is authorized to deal with communications of this type and, if so, shall forward the communication to that body or department, and shall inform the person submitting the communication of this action; otherwise, the personnel shall take no further action with respect to such communication;

if the communication appears to advocate United's engaging in illegal activity, the personnel shall refer the communication to counsel, which may be counsel in United's legal department, and if counsel confirms this assessment, the personnel shall take no further action with respect to such communication;

if the communication appears to contain offensive, scurrilous or abusive content, the personnel shall refer the communication to a senior officer of United, and if the officer confirms this assessment, the personnel shall take no further action with respect to such communication; and

if the communication appears to have no rational relevance to the business or operations of United, the personnel shall refer the communication to a senior officer of United, and if the officer confirms this assessment, the personnel shall take no further action with respect to such communication.

If a communication is not presented to the directors because the personnel responsible for receiving and processing the communications deems that it is not appropriate for delivery to the directors under these procedures, that communication must nonetheless be made available to any director to whom it was directed and who wishes to review it.

**FORM 10-K**

**The Company will furnish without charge to each person whose proxy is being solicited, upon the request of any such person, a copy of the Company's annual report on Form 10-K for 2008. Requests for copies of such report should be directed to Shareholder Relations Department, United Bankshares, Inc., P. O. Box 1508, Parkersburg, West Virginia 26102.**

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Whether or not you plan to attend the Meeting, please mark, sign, date and promptly return the enclosed proxy in the enclosed envelope. No postage is required for mailing in the United States.

By Order of the Board of Directors

Richard M. Adams  
Chairman of the Board and  
Chief Executive Officer

April 9, 2009

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**UNITED BANKSHARES, INC.  
PROXY FOR 2009 ANNUAL SHAREHOLDERS MEETING**

Know all men by these presents that the undersigned shareholder(s) of United Bankshares, Inc., Charleston, West Virginia does hereby nominate, constitute and appoint James J. Consagra, Jr. and Steven E. Wilson or either one of them, with full power to act alone as the true and lawful attorneys for the undersigned with full power of substitution for and in the name, place and stead of the undersigned to vote all the common stock of United Bankshares, Inc., standing in the undersigned's name on its books on March 30, 2009, at the 2009 Annual Meeting of Shareholders to be held at The Blennerhassett Hotel, 320 Market Street, Parkersburg, West Virginia, on May 18, 2009 at 4:00 p.m., local time or any adjournments thereof, with all the powers the undersigned would possess if personally present as follows: The undersigned acknowledges receipt of the Notice and Proxy Statement dated April 9, 2009, and hereby revokes all proxies previously given by the undersigned for said meeting.

**This proxy confers authority to vote FOR the propositions listed below unless otherwise indicated. The Board of Directors recommends a vote FOR the proposals below. If any matter shall properly come before the meeting, or any adjournments thereof, this proxy will be voted on such matters in accordance with the judgment of the above proxies, based upon the conditions then prevailing and any recommendation of the Board of Directors.**

Unless a different allocation is indicated, the proxies will vote your total cumulative vote ratably for the directors for whom you are voting unless directed otherwise by the Board of Directors of United Bankshares, Inc.

**This proxy is solicited on behalf of the Board of Directors of United Bankshares, Inc. and may be revoked prior to its exercise.**

**Continued, and to be marked, dated and signed, on the other side. All joint owners must sign.**

When signing as attorney, executor, administrator, trustee or guardian, please give full title. If more than one trustee, all should sign.

**Address Change/Comments  
(Mark the corresponding box on the reverse side)**

BNY MELLON SHAREOWNER SERVICES  
P.O. BOX 3550  
SOUTH HACKENSACK, NJ 07606-9250

**5 FOLD AND DETACH HERE 5**

**Annual Meeting of  
United Bankshares, Inc.  
Monday, May 18, 2009 at 4:00 p.m.  
The Blennerhassett Hotel  
320 Market Street  
Parkersburg, WV**

***You can now access your  
UNITED BANKSHARES, INC. account online.***

Access your United Bankshares, Inc. shareholder account online via Investor ServiceDirect® (ISD).

The transfer agent for United Bankshares, Inc., now makes it easy and convenient to get current information on your shareholder account.

[View account status](#)

[View payment history for dividends](#)

View certificate history

Make address changes

View book-entry information

Obtain a duplicate 1099 tax form

Establish/change your PIN

*Visit us on the web at <http://www.bnymellon.com/shareowner/isd>*

*For Technical Assistance Call 1-877-978-7778 between 9am-7pm*

*Monday-Friday Eastern Time*

Choose **MLink**<sup>SM</sup> for fast, easy and secure 24/7 online access to your future proxy materials, investment plan statements, tax documents and more. Simply log on to **Investor ServiceDirect**<sup>®</sup> at [www.bnymellon.com/shareowner/isd](http://www.bnymellon.com/shareowner/isd) where step-by-step instructions will prompt you through enrollment.

47445

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**The Board of Directors recommends a vote FOR the following fourteen nominees:**

Please mark  
your votes as  
indicated in  
this example      x

	<b>FOR</b> all nominees listed (except as marked to the contrary)	<b>WITHHOLD AUTHORITY</b> to vote for all nominees listed	<b>*EXCEPTIONS</b>		<b>FOR AGAINST</b>
<b>Directors.</b>	o	o	o	<b>2. Ratification of the appointment of Ernst &amp; Young LLP as the Company auditors for the Fiscal Year 2009.</b>	o      o
M. Adams Astorg	06. F. T. Graff, Jr. 07. John M. McMahon	11. Donald L. Unger 12. Mary K. Weddle		<b>3. To transact other business that may properly come before the meeting.</b>	o      o
n Caperton,	08. J. Paul McNamara	13. Gary G. White			
K. Doll	09. G. Ogden Nutting	14. P. Clinton Winter, Jr.			
J.	10. William C. Pitt, III				

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR PROPOSAL 3.**

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee, mark the Exceptions box (write the name of the nominee in the space provided below.)

\*Exceptions

Mark Here for   
Address  
Change or  
Comments  
**SEE  
REVERSE**

Signature

Signature

Date

**PLEASE MARK INSIDE BOXES SO THAT DATA  
PROCESSING EQUIPMENT WILL  
RECORD YOUR VOTES**

**PLEASE SIGN, DATE AND  
PROMPTLY RETURN  
THIS PROXY IN THE ENCLOSED  
ENVELOPE.**

**5 FOLD AND DETACH HERE 5**

**WE ENCOURAGE YOU TO TAKE ADVANTAGE OF INTERNET OR TELEPHONE VOTING,  
BOTH ARE AVAILABLE 24 HOURS A DAY, 7 DAYS A WEEK.**

Internet and telephone voting is available through 11:59 PM Eastern Time  
the day prior to annual meeting day.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE  
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 18, 2009**

**This proxy statement, along with our Annual Report on Form 10-K for the fiscal year ended December 31,  
2008 and our Annual Report, are available free of charge on the following website: [www.ubsi-inc.com](http://www.ubsi-inc.com).**

**INTERNET**

**<http://www.proxyvoting.com/ubsi>**

Use the Internet to vote your proxy. Have your proxy card in hand when you access the web site.

**OR**

**TELEPHONE**

**1-866-540-5760**

Use any touch-tone telephone to vote your proxy. Have your proxy card in hand when you call.

If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card.

To vote by mail, mark, sign and date your proxy card and return it in the enclosed postage-paid envelope.

**Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you  
marked, signed and returned your proxy card.**



style= "margin:0pt;font-family:Times New Roman;text-align:justify;text-justify:inter-ideograph;font-size: 9pt">  
Jonathan H. Weis

2013

721,810

--

721,810

--

119,204

1,562,824

Vice Chairman,

2012

694,048

--

1,699,905

--

117,442

2,511,395

President and

2011

667,875

--

1,251,887

--

102,626

2,022,388

Chief Executive Officer



Kurt A. Schertle (4)

2013

408,632

--

--

--

206,575

615,207

Executive Vice President

2012

375,333

--

207,479

--

130,712

713,524

of Sales and Merchandising

2011

321,876

--

144,200

--

130,077

596,153

Scott F. Frost

2013

350,393

--

--

--

26,575

376,968

Senior Vice President,

2012

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336,917

--

172,098

--

30,909

539,924

Chief Financial Officer

2011

322,916

--

144,667

--

30,077

497,660

and Treasurer



Harold G. Graber

2013

298,424

--

--

--

26,575

324,999

Senior Vice President of

Real Estate and Development

David J. Hepfinger (5)

2013

623,974

--

--

--

2,498,850

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3,122,824

Former President and

2012

800,825

--

1,916,429

--

143,574

2,860,828

Chief Executive Officer

2011

770,625

--

2,190,480

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140,123

3,101,228

- (1) Represents the amount earned under the annual non-equity incentive plan described in “Compensation Discussion and Analysis,” plus any additional amounts under the applicable plans described below. For Jonathan H. Weis, such amounts include \$721,810, \$1,339,000 and \$669,500 for 2013, 2012 and 2011, respectively, earned under the Vice Chairman Incentive Award Plan described in “Compensation Discussion and Analysis.” The payment of such amounts is deferred under the plan until after December 31, 2016. The plan provides that if prior to the end of the term, the officer’s employment is terminated without cause, the officer will be entitled to receive a payment based upon the date of the termination. Refer to the “Potential Payments upon Termination of Employment or Change in Control” for Mr. Jonathan H. Weis, for possible step downs of payments. In 2012, for Mr. Schertle and Mr. Frost such amount includes \$97,250 and \$84,500, respectively, earned under the Long Term Incentive Plan described in “Compensation Discussion and Analysis.” The payment of such amounts is deferred under the plan until after June 30, 2017. The plan provides that if prior to the end of the term, a long term disability of such officer occurs or the officer’s employment is terminated without cause, the officer will be entitled to receive a payment based upon any incentive earned under the plan. For Mr. Hepfingher in each of 2012 and 2011, such amounts include \$1,500,000 earned under the CEO Incentive Award Plan described in “Compensation Discussion and Analysis.” While the plan states that the payment of such amounts is deferred under the plan until after December 31, 2014, except in the case of a termination without cause or death, the Board of Directors made the decision to issue a payment of \$2,250,000 (based upon a portion of the amounts previously earned under the plan) to Mr. Hepfingher in March 2013 to incentivize him to enter into the new Employment Agreement signed on March 8, 2013. The plan provides that if prior to the end of the term, the officer’s employment is terminated without cause, the officer will be entitled to receive a payment based upon the date of the termination. Refer to the “Potential Payments upon Termination of Employment or Change in Control” for the President and Chief Executive Officer, for possible step downs of payments. Mr. Hepfingher did not earn any amounts for 2013 under the Company’s non-equity incentive plan or the CEO Incentive Award Plan. Such plans were superseded by the Separation Agreement entered into between the Company and Mr. Hepfingher. The amounts paid to Mr. Hepfingher under the Separation Agreement are detailed in the “All Other Compensation” column to the Summary Compensation Table, and the Separation Agreement is described under “Potential Payments upon Termination of Employment or Change in Control.”
- (2) Represents the amount of the increase in the actuarial present value of Robert F. Weis’ accumulated benefits under the nonqualified deferred compensation agreement described under “Pension Benefits.”
- (3) “All Other Compensation” consists of contributions by the Company to the SERP, severance pay and perquisite costs where applicable. Except for the amounts specified within this footnote for the Named Officers, the amounts shown are for SERP contributions only. Perquisites of \$53,890, \$73,125 and \$45,640 are included in the amount for Robert F. Weis in 2013, 2012 and 2011, respectively, and consist of the cost for personal use of a Company car, the Company aircraft and \$40,890, \$60,125 and \$32,400 in 2013, 2012 and 2011, respectively, for tax filing assistance. Perquisites of \$16,454 in 2013 and \$14,692 in 2012 are included in the amount for Jonathan H. Weis and consist of the cost for personal use of a Company car and the Company aircraft. For Mr. Schertle a \$100,000 special contribution was made to Mr. Schertle’s SERP account in each of fiscal 2013, 2012 and 2011. Perquisites of \$29,536, \$26,958 and \$24,377 are included in the amount for Mr. Hepfingher in 2013, 2012 and 2011, respectively, and consist of the cost for personal use of a Company car, the Company aircraft and tax and investment advisory services. Additional perquisites of \$10,430, \$10,430 and \$10,670 are included in the amount for Mr. Hepfingher in 2013, 2012 and 2011, respectively, related to the approximate cost of a \$1 million life insurance policy required by Mr. Hepfingher’s Employment Agreement. Severance pay of \$2,458,884 pursuant to the Separation Agreement between the former CEO Mr. Hepfingher and the Company is included in the amount for Mr. Hepfingher in 2013. The Separation Agreement is described under “Potential Payments upon Termination of Employment or Change in Control.” The 2013 Company contribution amounts to the SERP were estimated for purposes of this table, and the 2012 and 2011 amounts

were adjusted to the actual contribution amounts. Additional information concerning deferrals of earned compensation by the Named Officers to the SERP and other plan details are described under “Nonqualified Deferred Compensation.”

- (4) Mr. Schertle was appointed as Chief Operating Officer effective March 3, 2014.
- (5) Mr. Hepfinger resigned as President and Chief Executive Officer effective September 21, 2013. In connection with his resignation, the amounts paid or payable to him under his March 1, 2013 Employment Agreement and the Confidential Separation Agreement and General Release, entered into on September 21, 2013, are included in the “All Other Compensation” column as severance. See a further description of the Separation Agreement in “Potential Payments Upon Termination of Employment or Change in Control.”

## Grants of Plan-Based Awards

The following table shows the grants of plan-based awards made to the Named Officers for fiscal 2013.

Name	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards		
	Threshold (\$)	Target (\$)	Maximum (\$)
Robert F. Weis Non-Equity Incentive Plan (1)	124,929	832,858	1,082,715
Jonathan H. Weis Non-Equity Incentive Plan (1)	86,617	577,448	750,682
Vice Chairman Incentive Award Plan (2)	--	--	1,339,000
Kurt A. Schertle Non-Equity Incentive Plan (1)	30,647	204,316	265,611
Long Term Incentive Plan (3)	--	--	223,390
Scott F. Frost Non-Equity Incentive Plan (1)	21,024	140,157	182,205
Long Term Incentive Plan (3)	--	--	175,760
Harold G. Graber Non-Equity Incentive Plan (1)	17,905	119,370	155,181



Long Term Incentive Plan (3)	--	--	149,692
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David J. Hepfinger (4) Non-Equity Incentive Plan (1)	112,315	748,769	973,399
CEO Incentive Award Plan (5)	--	--	1,500,000

- (1) Represents the amounts that could have been earned by each of the Named Officers for fiscal 2013 for performance at the threshold, target and maximum levels under the Non-Equity Incentive Plan described in the “Compensation Discussion and Analysis.”
- (2) The amount set forth in the table is the maximum amount that could have been earned by Mr. Weis for fiscal 2013 under the Vice Chairman Incentive Award Plan (this plan does not have a “threshold” or a “target” award). As described in the “Compensation Discussion and Analysis,” Mr. Weis would be entitled to (i) his base salary of \$721,810 for the fiscal year if he remains employed for the entire fiscal year and (ii) the same amount of his base salary for the fiscal year if the “Net Income” of the Company increases by 5% or more from the “Net Income” of the previous fiscal year, as more particularly set forth in the plan description in the “Compensation Discussion and Analysis.” However, the maximum amount that Mr. Weis can earn under this plan for fiscal 2013 is \$1,339,000.
- (3) The amounts set forth in the table are the maximum amounts that could have been earned by each of Mr. Schertle, Mr. Frost and Mr. Graber for fiscal 2013 under the Long Term Incentive Plan (this plan does not have a “threshold” or a “target” award). As described in the “Compensation Discussion and Analysis,” (i) Mr. Schertle would be entitled to 50% of his base salary (as in effect at the end of the fiscal year) of \$446,780, (ii) Mr. Frost would be entitled to 50% of his base salary (as in effect at the end of the fiscal year) of \$351,520, and (iii) Mr. Graber would be entitled to 50% of his base salary (as in effect at the end of the fiscal year) of \$299,384, if the “Net Income” of the Company increases by 5% or more from the “Net Income” of the previous fiscal year, as more particularly set forth in the plan description in the “Compensation Discussion and Analysis.”
- (4) Under his Separation Agreement with the Company, the former CEO Mr. Hepfinger is entitled to receive a non-equity incentive plan award based upon the base salary, incentive criteria and incentive targets that existed for Mr. Hepfinger on his employment termination date.
- (5) The amount set forth in the table is the maximum amount that could have been earned by Mr. Hepfinger for fiscal 2013 under the CEO Incentive Award Plan (this plan does not have a “threshold” or a “target” award). As described in the “Compensation Discussion and Analysis,” Mr. Hepfinger would be entitled to (i) his base salary of \$832,858 for the fiscal year if he remains employed for the entire fiscal year and (ii) the same amount of his base salary for the fiscal year if the “Net Income” of the Company increases by 5% or more from the “Net Income” of the previous fiscal year, as more particularly set forth in the plan description in the “Compensation Discussion and Analysis.” However, the maximum amount that Mr. Hepfinger can earn under this plan for fiscal 2013 is \$1,500,000.

## Pension Benefits

The following table provides information concerning the value of Robert F. Weis' accumulated benefits under the Company's nonqualified deferred compensation agreement.

Name	Plan Name	Number of Years Credited Service	Present Value of Accumulated Benefit (\$) <sup>(1)</sup>	Payments During Last Fiscal Year (\$)
Robert F. Weis	Nonqualified Deferred Compensation Agreement	67	7,584,895	--

- (1) Although the participant is not eligible to receive a lump-sum payment, the pension benefit table is required to show a lump-sum present value based upon applicable interest rate and mortality assumptions.

## Nonqualified Deferred Compensation

The Company maintains a SERP for certain of its associates. The SERP is designed to provide retirement benefits and salary deferral opportunities because of limitations imposed by the Internal Revenue Code and the Regulations implemented by the Internal Revenue Service for highly compensated employees. The plan is unfunded and accounted for on an accrual basis. Participants in the plan have limited participation in the 401(k) portion of the Retirement Savings Plan and are excluded from receiving contributions in the qualified profit sharing portion of the Retirement Savings Plan once their annual earnings exceed the IRS limitations. Based upon recommendation from the Compensation Committee, the Board annually determines the amount of the allocation to the SERP.

The allocation among the various plan participants is made in both flat dollar amounts and in relationship to their compensation. Plan participants are 100% vested in their accounts after six years of service with the Company. In accordance with the lump-sum or installment election made by the Named Officer prior to the deferral of compensation, benefits are distributed to the participant during the calendar year following the calendar year in which the participant's termination of service occurs. Substantial risk of benefit forfeiture does exist for participants in the plan. The present value of accumulated benefits is included under "Postretirement benefit obligations" in the Consolidated Balance Sheets within the 2013 Annual Report on Form 10-K.

## Qualified Retirement Plans

Please refer to the "Retirement Plans" section of the "Compensation Discussion and Analysis."

The following table provides information concerning deferrals by the Named Officers of their earned compensation under the Company's SERP and qualified retirement plans.

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Name	Plan (1)	Executive Contributions in 2013 (\$ (2))	Company Contributions in 2013 (\$ (3))	Aggregate Earnings in 2013 (\$ (4))	Aggregate Withdrawals/ Distributions (\$)	2012 Proxy Adjustments (\$ (5))	Aggregate Balance at 12/31/2013 (\$)
Robert F. Weis	SERP Profit Sharing	--	102,750	47,527	--	119	1,270,810
		--	--	180,486	117,636	--	1,180,390
Jonathan H. Weis	SERP Profit Sharing	--	102,750	170,023	--	119	1,037,949
		--	--	2,515	--	--	17,468
Kurt A. Schertle	SERP	32,691	206,575	98,487	--	119	760,094
Scott F. Frost	SERP Profit Sharing	70,079	26,575	38,120	--	119	342,686
		--	--	13,982	--	--	98,241
Harold G. Graber	SERP Profit Sharing	23,874	26,575	57,485	--	--	572,030
		--	--	4,805	--	--	51,001
David J. Hepfinger	SERP	33,071	--	140,342	--	119	1,028,054

(1) The Named Officers along with other highly compensated employees have limited participation in the 401(k) portion of the Retirement Savings Plan and are excluded from receiving contributions in the qualified profit sharing portion of the Plan once their annual earnings exceed the limitations imposed by the Internal Revenue Code and the Regulations implemented by the Internal Revenue Service for highly compensated employees. A

few of the Named Officers continue to possess an investment account in the profit sharing portion of the Plan, resulting from their tenure with the Company prior to becoming a highly compensated employee.

- (2) These amounts are reported in the “ Summary Compensation Table” as “S alary.”
- (3) These amounts are reported in the “ Summary Compensation Table” under “All Other Compensation.”
- (4) Earnings on deferred compensation under the Company’s SERP are not above market or preferential. Earnings from all plans are not included in the “ Summary Compensation Table.”
- (5) These amounts represent adjustments to the aggregate earnings estimates made in the 20 12 Proxy Statement.

#### Potential Payments upon Termination of Employment or Change in Control

The Company has entered into employment agreements with the Chairman, Vice Chairman and former CEO. These agreements provide for certain benefits for involuntary termination of employment other than for cause, but do not contain a change in control provision.

Chairman of the Board. The Company has an agreement with its Chairman, Robert F. Weis, which provides that in the event his employment terminates for any reason, including but not limited to retirement, disability or death, the Company will continue to provide him and his spouse through December 31, 2023 with medical, dental, accident, disability and life insurance benefits substantially equivalent to those provided to employees. If Mr. Weis had terminated his employment as of December 31, 2013, the estimated cost to the Company of providing these benefits through the date specified in the agreement would have been \$121,487.

Vice Chairman. On November 3, 2011, with retroactive effect to July 1, 2011, the Company entered into an Employment Agreement with Jonathan H. Weis, Vice Chairman. The Employment Agreement continues through December 31, 2016.

Mr. Weis’ Employment Agreement provides that if prior to the end of the term, the officer’s employment is terminated without cause or the officer terminates his employment for good reason, the officer will be entitled to receive (1) continuation of base salary payments through the end of the term at the rate then in effect and (2) an incentive bonus for the year of termination and any subsequent remaining year of the term equal to the highest incentive bonus received by the officer for any of the two years preceding termination. If prior to the end of the term the officer’s employment terminates due to death or disability, the officer (or his spouse or estate) is entitled to receive (1) continuation of base salary payments through the end of the term at 50% of the rate then in effect and (2) a prorated bonus for the year of termination only in the amount the Company in good faith determines the officer would have received had his employment continued. All salary continuation and incentive bonus payments would be made at the same time as if employment had continued.

Mr. Weis ’ Vice Chairman Incentive Award Plan provides that if prior to the end of the term, the officer’s employment is terminated without cause, the officer will be entitled to receive a payment based upon the date of the termination, as follows:

If the Without Cause Termination occurs on or between the following dates:	Amount to be Paid (\$)
January 1, 2011 to December 31, 2011	1,000,000
January 1, 2012 to December 31, 2012	1,500,000
January 1, 2013 to December 31, 2013	2,000,000
January 1, 2014 to December 31, 2014	2,500,000
January 1, 2015 to December 31, 2015	3,000,000
January 1, 2016 to December 31, 2016	3,500,000

The amount will be paid in a lump sum cash payment within 2 ½ months from the end of the calendar year in which the termination occurs; provided, however, in the event an amount is conditioned upon a separation from service and not compensation the officer could receive without separating from service, then payment shall be made to the officer who is a “specified employee” under Section 409A of the Code on the first day following the six-month anniversary of the officer’s separation from service. Furthermore, the Vice Chairman Incentive Award Plan provides that if prior to the end of the term, the officer’s employment terminates due to death, the officer’s spouse or estate is entitled to receive \$1,000,000, payable within sixty days of the date of death of the officer.

According to the terms of Mr. Weis’ Employment Agreement, the officer agrees (1) to at all times maintain the confidentiality of information pertaining to the Company’s business, and (2) until four years after termination of employment, not to (A) hire any Company employee or solicit or induce any employee, consultant, vendor or

supplier of the Company to terminate or reduce its relationship with the Company or (B) except in the case of a termination by the Company without cause or by the officer for good reason, engage in any business which competes with the Company in the retail grocery business (or in any other business which accounted for more than 2% of the Company's consolidated revenues) in any county in which the Company operates or any contiguous county. The Company's obligations to make payments or provide benefits to the officer under the Employment Agreement would cease upon any violation of these covenants.

The following table shows the benefits Mr. Weis would have received under the Employment Agreement if his employment had terminated for the reasons specified as of December 31, 2013.

Executive Benefits and Payments By Covered Circumstance Without Cause or	Non-Equity		Vice Chairman
	Salary Continuation	Incentive Compensation	Incentive Award
Good Reason	(\$) (1) 2,172,393	Plan (\$) (2) 1,747,161	Plan (\$) 2,000,000
Disability	1,086,197	--	--
Death	1,086,197	--	1,000,000

- (1) Represents continuation of salary payments through the end of the Employment Agreement term at the rate of 100% in the case of a termination without cause or for good reason and 50% in the case of termination due to disability or death.
- (2) In the case of a termination without cause or for good reason, the amount represents the incentive bonus for 2014 through 2016 in an amount equal to the highest incentive bonus received for any of the two years preceding 2013 and the amount earned in 2013 and payable in 2014 . In the case of disability or death, the amount shown is the incentive bonus earned in 2013 and payable in 2014 .

Former President and Chief Executive Officer. David J. Hepfingher, former CEO, had entered into a three year Employment Agreement which had an expiration date of February 28, 2013. On March 8, 2013, with retroactive effect to March 1, 2013, the Company entered into a new Employment Agreement with Mr. Hepfingher for a five year term, expiring on February 28, 2018.

Mr. Hepfingher's Employment Agreement provides that if prior to the end of the term, the officer's employment is terminated without cause or the officer terminates his employment for good reason, the officer will be entitled to receive (1) continuation of base salary payments through the end of the term at the rate then in effect and (2) an incentive bonus for the year of termination and any subsequent remaining year of the term equal to the highest incentive bonus received by the officer for any of the two years preceding termination. If prior to the end of the term the officer's employment terminates due to death or disability, the officer (or his spouse or estate) is entitled to receive (1) continuation of base salary payments through the end of the term at 50% of the rate then in effect and (2) a prorated bonus for the year of termination only in the amount the Company in good faith determines the officer would

have received had his employment continued. All salary continuation and incentive bonus payments would be made at the same time as if employment had continued.

Mr. Hepfinger's CEO Incentive Award Plan provides that if prior to the end of the term, the officer's employment is terminated without cause, the officer will be entitled to receive a payment based upon the date of the termination, as follows:

If the Without Cause Termination occurs on or between the following dates:	Amount to be Paid (\$)
January 1, 2011 to December 31, 2011	1,000,000
January 1, 2012 to December 31, 2012	1,500,000
January 1, 2013 to December 31, 2013	2,000,000
January 1, 2014 to December 31, 2014	2,500,000

The amount will be paid in a lump sum cash payment within 2 ½ months from the end of the calendar year in which the termination occurs; provided, however, in the event an amount is conditioned upon a separation from service and not compensation the officer could receive without separating from service, then payment shall be made to the officer who is a "specified employee" under Section 409A of the Code on the first day following the six-month anniversary of the officer's separation from service. Furthermore, the CEO Incentive Award Plan provides that if

prior to the end of the term, the officer's employment terminates due to death, the officer's spouse or estate is entitled to receive \$1,000,000, payable within sixty days of the date of death of the officer.

According to the terms of Mr. Hepfinger's Employment Agreement, the officer agrees (1) to at all times maintain the confidentiality of information pertaining to the Company's business, and (2) until four years after termination of employment, not to (A) hire any Company employee or solicit or induce any employee, consultant, vendor or supplier of the Company to terminate or reduce its relationship with the Company or (B) except in the case of a termination by the Company without cause or by the officer for good reason, engage in any business which competes with the Company in the retail grocery business (or in any other business which accounted for more than 2% of the Company's consolidated revenues) in any county in which the Company operates or any contiguous county. The Company's obligations to make payments or provide benefits to the officer under the Employment Agreement would cease upon any violation of these covenants.

The following table shows the benefits Mr. Hepfinger would have received under the Employment Agreement if his employment had terminated for the reasons specified as of December 31, 2013.

Executive Benefits and Payments By Covered Circumstance Without Cause or	Non-Equity		CEO
	Salary Continuation	Incentive Compensation	Incentive Award
(\$) (1)	Plan (\$)	Plan (\$)	Plan (\$)
Good Reason	3,481,400	2,877,000	2,000,000
Disability	1,740,700	--	--
Death	1,740,700	--	1,000,000

- (1) Represents continuation of salary payments through the end of the Employment Agreement term at the rate of 100% in the case of a termination without cause or for good reason and 50% in the case of termination due to disability or death.
- (2) In the case of a termination without cause or for good reason, the amount represents the incentive bonus for 2014 through 2018 in an amount equal to the highest incentive bonus received for any of the two years preceding 2013 and the amount earned in 2013 and payable in 2014. In the case of disability or death, the amount shown is the incentive bonus earned in 2013 and payable in 2014.

The Company entered into a Confidential Separation Agreement and General Release with the former CEO Mr. Hepfinger, effective September 21, 2013. The Separation Agreement replaced and superseded the March 1, 2013 Employment Agreement between the Company and Mr. Hepfinger, and any rights of Mr. Hepfinger under the CEO Incentive Award Plan effective January 1, 2010. Under the Separation Agreement, the Company agreed to



- (i) make monthly payments of \$69,628, less certain deductions, on the last day of each month commencing October 31, 2013 through December 31, 2014,
- (ii) make payments, less certain deductions, determined by reference to what Mr. Hepfinger would have received under the Company's Non-Equity Incentive Plan effective January 1, 2013, as follows: (A) Mr. Hepfinger will receive a payment on March 15, 2014, if the Compensation Committee of the Company determines that payments are to be made to the senior management of the Company under the terms of the Non-Equity Incentive Plan for 2013, based upon the base salary, incentive criteria and incentive targets that existed for Mr. Hepfinger as of the Termination Date, and based upon the same determination of the financial results from 2013 under the Non-Equity Incentive Plan as is made by the Compensation Committee for the other senior management of the Company, and (B) Mr. Hepfinger will also receive payment on March 15, 2015, if the Compensation Committee of the Company determines that payments are to be made to the senior management of the Company under the terms of the Non-Equity Incentive Plan for 2014, based upon the base salary that existed for Mr. Hepfinger as of the Termination Date, and using the same incentive criteria and incentive targets that are used for the senior management of the Company for 2014, and based upon the same determination of the financial results from 2014 under the Non-Equity Incentive Plan as is made by the Compensation Committee for the other senior management of the Company,
- (iii) make payments, less certain deductions, to Mr. Hepfinger of \$2,250,000 on December 31, 2013 and \$1,750,000 on December 31, 2014,
- (iv) make COBRA (Consolidated Omnibus Budget Reconciliation Act) payments on Mr. Hepfinger's behalf for continued medical coverage on a monthly basis commencing October 2013 until

December 31, 2016, subject to the payroll deductions related to such coverage as are in effect for Mr. Hepfingher at his employment termination date,

- (v) pay the reasonable cost of an executive management full physical examination for Mr. Hepfingher in each of 2013 and 2014, up to a cost of \$1,000 for each examination, after presentation of physician's invoice for such examination and
- (vi) make payments under the Company's Supplemental Executive Retirement Plan in accordance with the terms and conditions of such plan, subject to applicable law.

Mr. Hepfingher also received his accrued and unpaid salary for September, less applicable deductions. Mr. Hepfingher's accrual of all other benefits and all other participation in the Company's 401(k) salary and all other benefit plans terminated as of the Termination Date. Under the Agreement, Mr. Hepfingher provided a customary release to the Company and also agreed to be bound by the non-compete, non-solicitation and confidentiality provisions contained in his employment agreement.

## OTHER INFORMATION CONCERNING THE BOARD OF DIRECTORS

### Compensation of Directors

The following table shows the compensation earned by the Company's non-management independent directors for services during fiscal 2013.

#### DIRECTOR COMPENSATION

Name	Fees Earned or	
	Paid in Cash (\$)	Total (\$)
Edward J. Lauth	43,000	43,000
Gerrald B. Silverman	43,000	43,000
Glenn D. Steele Jr.	40,000	40,000

Directors who are not officers of the Company or any of its subsidiaries receive an annual retainer of \$40,000 paid in quarterly installments during the year. The Chairman of the Audit Committee receives an additional \$6,000 annual retainer fee paid in quarterly installments during the year.

In addition, each non-management independent director is entitled to reimbursement for out-of-pocket expenses to attend meetings. There is no additional remuneration for services rendered by directors serving on committees or for participation in the non-management independent director meetings.

### Compensation Committee Interlocks and Insider Participation

Directors Lauth, Silverman and Steele were not officers or employees of the Company, nor have they had any relationship with the Company requiring disclosure under the SEC regulations. Jonathan H. Weis, who was a member of the Compensation Committee in 2013 but left the committee on April 25, 2013, is a director, employee and officer of the Company and is not considered independent by NYSE listing standards. None of the Company's Named Officers have served on the board of directors or compensation committee of any other entity, which has or had one or more executive officers who served as a member of the Company's Board or Compensation Committee during fiscal 2013.

## Review and Approval of Related Party Transactions

The Company has adopted written “Conflicts of Interest” policies in its Code of Business Conduct and Ethics and in its Code of Ethics for CEO and CFO. According to these policies, a conflict of interest occurs when an individual’s private interest interferes, or appears to interfere, in any way with the interests of the Company. In other words, a conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his work effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his family, receives improper personal benefits as a result of his position in the Company. Loans to or guarantees of obligations of such persons are likely to pose conflicts of interest, as are transactions of any kind between the Company and any other organization in which such person or any member of their family have an interest.

Under these policies, activities that could give rise to conflicts of interest are prohibited unless specifically approved in advance by the Audit Committee. Because it is not always easy to determine whether a conflict of interest exists, any potential conflicts of interest must be reported immediately to the Executive Committee of the Board. If a member of the Executive Committee of the Board is informed of any potential conflict of interest he must report it immediately to the Audit Committee. The Audit Committee Charter specifically grants the Audit Committee the authority to review and approve all related party transactions. These policies cover all Company officers, directors (or nominee), 5%-or-greater shareholders and immediate family members of these persons.

The Company's Related Party Transaction policy includes the standards included in Section 404(b) of Regulation S-K as well as any other applicable standards under the NYSE rules and regulations. The Related Party Transaction policy provides for pre-approval of certain transactions involving the Company's directors, executives, nominees, beneficial owners of more than 5% of the Company's voting securities and their family members, or an entity in which any of the foregoing persons has more than a 5% beneficial ownership. The policies define "family member" to mean a child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, or any other person living with the individual (except tenants and employees).

The policy defines "Related Person Transactions" as a transaction, arrangement or relationship (or series of transactions, arrangements or relationships) since the beginning of the Company's last fiscal year in which the Company (including its subsidiaries) was, or is a participant and the amount exceeded \$120,000, and in which any Related Person had, has or will have a direct or indirect material interest (other than solely as the result of being a director or a less than 10% beneficial owner of another entity).

Certain transactions are deemed to be pre-approved even if the amount exceeds \$120,000:

- transactions in the ordinary course of business involving payment of no more than \$1,000,000 or 2% of the Company's annual consolidated gross revenues to another company at which the related person is an employee, director or beneficial owner of less than 10% of Common Stock;
- certain charitable contributions that do not exceed \$250,000 (or 5% of the charitable organization's annual consolidated gross revenues) to an organization in which the related person is an employee or director;
- transactions where the related interest arises solely from the ownership of Weis Markets, Inc. Common Stock and all holders of the common stock receive the same benefits on a pro rata basis;
- compensation to an executive officer or director which has to be reported in the proxy statement or compensation to an executive officer which is not an immediate family member of a related person or the compensation committee; and
- any transaction involving a Related Person where the rates or charges involved are determined by competitive bids; rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority; or involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture or similar services.

Transactions that are not pre-approved must be presented to the Audit Committee for approval. If the related person transaction is on-going, the Committee may establish guidelines for management for the relationship which must be reassessed on an annual basis. Transactions will be approved if they are in the best interest of the Company and its shareholders.

No Director will participate in the discussion or approval of a transaction for which he or a family member is a related party, other than to provide material information.

All related person transactions will be disclosed in the Company's applicable filings as required by applicable laws.

Currently, the Company does not have any related party transactions to report under “Review and Approval of Related Party Transactions.” If the Company encounters related party transactions, they will be reviewed and approved by the Audit Committee in accordance with the Company’s Code of Business Conduct and Ethics, the Code of Ethics for CEO and CFO, the Audit Committee Charter and the Company’s Related Party Transaction policy.

#### Shareholder or Interested Parties Communications

Weis Markets, Inc. shareholders or interested parties may communicate with the Board by sending a letter to: Weis Markets, Inc. Board of Directors, c/o Corporate Secretary, 1000 South Second Street, Sunbury, PA 17801-0471. The Board has instructed the Secretary to review all communications received, and to exercise his discretion not to forward to the Board correspondence that is inappropriate such as business solicitations, frivolous communications and advertising, routine business matters (i.e. business inquiries, complaints or suggestions) and personal grievances. However, any director may at any time request the Secretary to forward any and all communications received by the Secretary but not forwarded to the directors.

Shareholders or interested parties wishing to communicate directly with the non-management independent directors as a group may do so by sending a letter to Weis Markets, Inc., c/o Non-Management Independent Directors, 1000 South Second Street, Sunbury, PA 17801-0471 or via their email address at nonmanagement@weismarkets.com .

Shareholders or interested parties who have concerns regarding accounting, improper use of Company assets, or ethical improprieties may report these concerns to the Audit Committee by sending a letter to Weis Markets, Inc., c/o Audit Committee Chairman, 1000 South Second Street, Sunbury, PA 17801-0471 or via its email address at audit@weismarkets.com .

Submissions to the non-management independent directors or the Audit Committee will remain confidential and can be made anonymously without fear of reprisal.

## AUDIT COMMITTEE REPORT

The Audit Committee oversees the Company's financial reporting process on behalf of the Board. Management has the primary responsibility for the financial statements and the reporting process including the systems of internal controls. Management represented to the Audit Committee that the Company's consolidated financial statements were prepared in conformity with accounting principles generally accepted in the United States and the SEC disclosure requirements. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited financial statements in the 2013 Annual Report on Form 10-K with management including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Audit Committee reviewed with Grant Thornton LLP, its independent auditors for fiscal 2013, who are responsible for expressing an opinion on the conformity of those audited financial statements with accounting principles generally accepted in the United States, their judgments as to the quality, not just the acceptability, of the Company's accounting principles and such other matters as are required to be discussed with the Committee in accordance with the standards of the Public Company Accounting Oversight Board (United States). The Audit Committee has received from the independent auditors written disclosures pursuant to Statement on Auditing Standards No. 16, Communication with Audit Committees, and has discussed those matters with the independent auditors. The Audit Committee has also received the written disclosure and the letter from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditors' communications with the Audit Committee concerning independence, and has discussed with the independent auditors their independence.

The Audit Committee discussed with the Company's Chief Internal Auditor and the independent auditors the overall scope and plans for their respective audits. The Audit Committee meets with the Chief Internal Auditor and the independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of the Company's internal controls and the overall quality of the Company's financial reporting. In performance of its oversight function, the Audit Committee also monitored Company management's compliance with the Sarbanes-Oxley Act of 2002 by discussing with management, the Chief Internal Auditor and the independent

auditors management's assessment of the effectiveness of the Company's internal control over financial reporting as of December 28, 2013.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board (and the Board has approved) that the audited financial statements be included in the 2013 Annual Report on Form 10-K for filing with the SEC. The Audit Committee recommended to the Board, the appointment of Ernst & Young LLP as the Company's independent auditors for fiscal 2014, subject to shareholder ratification.

Edward J. Lauth III, Committee Chairman

Gerrald B. Silverman

Glenn D. Steele Jr.

#### STOCK OWNERSHIP

Under regulations of the SEC, a person is considered the "beneficial owner" of a security if the person has or shares with others the power to vote the security (voting power), the power to dispose of the security (investment power) or the ability to acquire the security within 60 days. In the tables below, "beneficial ownership" of the Company's Common Stock is determined in accordance with these regulations and does not necessarily indicate that the person listed as a "beneficial owner" has an economic interest in the shares indicated as "beneficially owned."

## Beneficial Ownership of Directors and Management

The following table sets forth information regarding the amount and nature of beneficial ownership of the Company's Common Stock as of March 7, 2014 by each director, each nominee, each Named Officer listed in the "Summary Compensation Table," and for all executive officers and directors as a group. Except as otherwise indicated in the footnotes to the table, each person named or a member of the group has sole voting and investment power with respect to the shares listed. No shares have been pledged as security by the directors or Named Officers.

Name of Directors and Management	Amount and Nature of Beneficial Ownership	Percent of Class (1)
Robert F. Weis	12,622,216 (2)	46.9
Jonathan H. Weis	110,585	*
David J. Hepfinger	7,913	*
Kurt A. Schertle	---	*
Scott F. Frost	445	*
Harold G. Graber	1,701	*
Edward J. Lauth III	---	*
Gerrald B. Silverman	---	*
Glenn D. Steele Jr.	---	*
All executive officers and directors as a group (9 persons)	12,734,947	47.3

\* Owns less than 1% of class.

- (1) Based on 26,898,443 shares outstanding on March 7, 2014.
- (2) Robert F. Weis has sole voting and dispositive power as to all 12,622,216 shares listed. This amount includes 6,649,087 shares held in trust under the Will of Harry Weis, with Mellon Bank, N.A. and Robert F. Weis as co-trustees.





## 5% Beneficial Owners

The following table sets forth information about shareholders who are known by the Company to be the beneficial owners of more than 5% of its Common Stock, which is its only class of voting securities, on March 7, 2014. Information contained in the table and footnotes below was derived from filings made with the SEC by the beneficial owners.

Name and Address of 5% Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (1)
Robert F. Weis c/o Weis Markets, Inc. 1000 South Second Street Sunbury, PA 17801	12,622,216 (2) (4)	46.9
Ellen W. P. Wasserman c/o Weis Markets, Inc. 1000 South Second Street Sunbury, PA 17801	1,746,424 (3) (4)	6.5
EKTJ Management LLC c/o George Cox 4 North Park Drive Suite 121 Hunt Valley, MD 21030	1,400,000 (5)	5.2

(1) Based on 26,898,443 shares outstanding on March 7, 2014.

(2)

Robert F. Weis has sole voting and dispositive power as to all 12,622, 216 shares listed. This amount includes 6,649,087 shares held in trust under the Will of Harry Weis, with Mellon Bank, N.A. and Robert F. Weis as co-trustees.

- (3) Ellen W. P. Wasserman has sole voting and investment power as to all 1,746,424 shares listed.
- (4) Robert F. Weis and Ellen W. P. Wasserman have agreed to act together for the purpose of voting their shares of Common Stock and thus constitute a group holding voting power over the sum of the shares listed for each of them individually in the table.
- (5) EKTJ Management LLC has sole voting and dispositive power as to all 1,400,000 shares listed. The Class A members of EKTJ Management LLC have the exclusive authority to manage and control the business and affairs of EKTJ Management LLC. The three Class A Members, Kathryn J. Zox, Thomas H. Platz and James A. Platz, are the children of Ellen W. P. Wasserman.

## Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires that directors and officers of the Company and beneficial owners of more than 10% of its Common Stock file reports with the SEC with respect to changes in their beneficial ownership of equity securities of the Company. Based solely upon a review of the copies of such reports furnished to the Company and written representations by certain persons that reports on Form 5 were not required, the Company believes that its directors, officers and greater-than-10% beneficial owners complied with all applicable 2013 Section 16(a) filing requirements.

## PROPOSAL NO. 2

### RATIFICATION OF APPOINTMENT OF

### INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee conducted a competitive process to select a firm to serve as the Company's independent registered public accounting firm for the fiscal year ending December 27, 2014. The Audit Committee invited several firms to participate in this process. As a result of this process, on February 3, 2014, the Audit Committee approved the dismissal of Grant Thornton LLP and the engagement of Ernst & Young LLP as the Company's independent registered public accounting firm with respect to its operations for fiscal 2014, subject to ratification by the holders of Common Stock of the Company. In deciding to engage Ernst & Young LLP, the Audit Committee reviewed auditor independence and existing commercial relationships and concluded that Ernst & Young LLP has no commercial relationships with the Company that would impair its independence. The Board and its Audit Committee recommend that shareholders approve the selection of Ernst & Young LLP as the Company's independent registered public accounting firm by voting "FOR" proposal number two. If the shareholders do not approve the ratification of Ernst & Young LLP, the selection of such firm as independent auditors for the Company will be reconsidered by the Audit Committee. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent auditor at any time during the year if it determines that such a change would be in the best interest of the Company and its shareholders.

During fiscal years 2012 and 2013 the Company did not consult with Ernst & Young LLP regarding either:

- The application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, nor did Ernst & Young LLP provide written or oral advice to the Company that Ernst & Young LLP concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or
- Any matter that was either the subject of a "disagreement" (as defined in Regulation S-K Item 304(a)(1)(v)) or a "reportable event" (as defined in Regulation S-K Item 304(a)(1)(v)).

Grant Thornton LLP continued to serve as the Company's independent registered public accounting firm until the completion of their audit of the Company's consolidated financial statements as of and for the fiscal year ending December 28, 2013 and the effectiveness of internal control over financial reporting as of December 28, 2013, and the issuance of their reports thereon. Grant Thornton LLP issued such reports on March 13, 2014.

Grant Thornton LLP's audit reports on the Company's consolidated financial statements as of and for the fiscal years ended December 28, 2013 and December 29, 2012 did not contain any adverse opinions or disclaimers of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles. The audit reports of Grant Thornton LLP on the effectiveness of internal control over financial reporting as of December 28, 2013 and December 29, 2012 did not contain any adverse opinions or disclaimers of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles.

During the fiscal years ended December 28, 2013 and December 29, 2012, and the subsequent interim period through March 13, 2014, there were (i) no disagreements between the Company and Grant Thornton LLP on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Grant Thornton LLP, would have caused Grant Thornton LLP to make reference to the subject matter of the disagreement in their reports on the Company's consolidated financial statements for such years, and (ii) no "reportable events" as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

The Company provided Grant Thornton LLP with a copy of its Current Report on Form 8-K and its Current Report on 8-K/A (the "Reports"), in which the Company disclosed the above information prior to the time the

Reports were filed with the Securities and Exchange Commission (the “SEC”) and requested that Grant Thornton LLP furnish letters addressed to the SEC stating whether or not it agrees with the statements made therein. These letters, dated February 7, 2014 and March 13, 2014, are filed as Exhibit 16.1 to the Reports filed on February 7, 2014 and March 13, 2014, respectively, and are incorporated herein by reference.

Representatives of Ernst & Young LLP and Grant Thornton LLP are expected to be present at the Annual Meeting with the opportunity to make a statement, if they so desire, and to be available to respond to appropriate questions.

According to its Charter, the Audit Committee, comprised of independent members of the Board, is responsible for approving all audit engagement fees, terms and non-audit engagements with the independent auditors on behalf of the Company. The Audit Committee considered the possible effect of non-audit services on the auditors' independence and approved the type of non-audit services that were rendered. The Company has not adopted a written policy for Audit Committee pre-approval of audit services and non-audit services performed by the independent auditors. In fiscal 2013, all audit and tax fees associated with the independent auditors' services were approved by the Audit Committee.

The following table sets forth Grant Thornton LLP fees billed to the Company for professional services related to fiscal 2013 and 2012:

	2013	2012
Services Provided	(\$)	(\$)
Audit (1)	559,500	540,900
Tax (2)	193,487	25,000
Out of Pocket Expenses	2,801	733
Total	755,788	566,633

- (1) Represents the fees charged to the Company by Grant Thornton LLP for professional services provided in conjunction with the audit of the Company's 2013 and 2012 financial statements, review of the Company's quarterly financial statements and attestation services normally provided in connection with statutory and regulatory filings and engagements.
- (2) Represents the fees charged to the Company by Grant Thornton LLP for services performed in connection with tax services other than those directly related to the audit of the income tax accrual, as part of the audit of the Company's financial statements. These tax services and related fees were approved by the Audit Committee after determination by the Audit Committee that such services would not compromise the independence of the auditors.

### PROPOSAL NO. 3

#### ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION

As described in the "Compensation Discussion and Analysis", the Compensation Committee has an executive compensation program designed to pay for performance and to align the long-term interests of the Company's Named Officers with the long-term interests of its shareholders. The Company is presenting the following proposal, which

gives you as a shareholder the opportunity to endorse or not endorse the Company's pay program for Named Officers by voting for or against the following resolution. This resolution is required pursuant to Section 14A of the Securities Exchange Act. Because the vote is advisory, it will not be binding on the Board. However, the Board and the Compensation Committee will review the voting results and take into account the outcome when considering future executive compensation arrangements. The Board and management are committed to the Company's shareholders and understand that it is useful and appropriate to obtain the views of its shareholders when considering the design and initiation of executive compensation programs.

**RESOLVED** : The shareholders approve the compensation of the Company's Named Officers, pursuant to the executive compensation disclosure rules of the Securities and Exchange Commission, including as disclosed in the Compensation Discussion and Analysis, the compensation tables, and the related disclosure contained in the Proxy Statement set forth under the caption "Executive Compensation."

The Board recommends that you vote FOR approval of the compensation of the Company's Named Officers as disclosed in the "Compensation Discussion and Analysis", the compensation tables, and the related disclosure contained in the Proxy Statement set forth under the caption "Executive Compensation" of this Proxy Statement. Proxies will be voted FOR approval of the proposal unless otherwise specified.



## OTHER MATTERS

As of the date of this Proxy Statement, the Board is not informed of any matters, other than those stated above, that may be brought before the meeting. The persons named in the enclosed form of proxy or their substitutes will vote with respect to any other matters brought before the Annual Meeting in accordance with their best judgment.

## ANNUAL REPORT ON FORM 10-K

The Company will provide, without charge, on written request from security holders, copies of the Company's Annual Report on Form 10-K. Written requests should be sent to the Corporate Secretary at the Company's address set forth in "Shareholder or Interested Parties Communications," by telephoning 1-866-999-WEIS (9347), or via email at [financial\\_reports@weismarkets.com](mailto:financial_reports@weismarkets.com). The 2013 Annual Report on Form 10-K is also available for viewing or printing from the Company's website at <http://www.weismarkets.com/financial.html>.

## SHAREHOLDERS' PROPOSALS FOR NEXT ANNUAL MEETING

The Company's by-laws require that any shareholder intending to present a proposal for action at an Annual Meeting must give written notice of the proposal, containing specified information, so that it is received by the Company not later than the notice deadline under the by-laws. This notice deadline will not be less than 120 calendar days before the date of the Company's Proxy Statement released to shareholders in connection with the previous year's Annual Meeting, or November 13, 2014 for the Company's Annual Meeting in 2015.

The by-law described above does not affect the right of a shareholder to request inclusion of a shareholder proposal in the Company's Proxy Statement pursuant to SEC Rule 14a-8 or to present for action at an Annual Meeting any proposal so included. Rule 14a-8 requires that written notice of a shareholder proposal requested to be included in the Company's proxy materials pursuant to the Rule must also be received by the Company not less than 120 calendar days before the date of the Company's Proxy Statement released to shareholders in connection with the previous year's Annual Meeting. For the Company's Annual Meeting in 2015, this deadline would also be November 13, 2014.

The notices of shareholder proposals described under this caption must be given to the Corporate Secretary at the Company's address set forth in "Shareholder or Interested Parties Communications." A copy of the by-law provision described above will be furnished to any shareholder upon written request to the Secretary at the same address.

## EXPENSES OF SOLICITATION

All expenses related to the solicitation of the proxies by the Board will be paid by the Company. If proxies are not promptly received, officers, directors and regular employees of the Company may solicit proxies personally by telephone or otherwise, for which they will not receive additional compensation. The Company may reimburse charges of banks, brokers, other custodians, nominees and fiduciaries to send proxy material to the beneficial owners and to secure their voting instructions, if necessary. It is estimated that such costs will be nominal.

By Order of the Board of Directors,

Harold G. Graber

Secretary

Dated: March 13, 2014

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