

Oak Valley Bancorp
Form 10-K/A
April 01, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

AMENDMENT NO. 1

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

For the Fiscal Year Ended December 31, 2010

OR

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

For the transition period from _____ to _____

Oak Valley Bancorp

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

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

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

95361
Zip Code

(209) 848-2265

(Registrant's telephone number, including area code)

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

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

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

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

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this form 10-K.

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

Large Accelerated Filer

Accelerated Filer

Non Accelerated Filer

Smaller reporting company

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

The aggregate market value of the common stock of the Registrant's held by non-affiliates of the Registrant, computed by reference to the closing price of such stock on December 31, 2010 was approximately \$38,851,400. As of March 22, 2011, there were 7,713,794 shares outstanding shares of the Registrant's common stock.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report of Oak Valley Bancorp (the Company) on Form 10-K for the Fiscal Year Ended December 31, 2010 filed on March 28, 2011 (the Original Filing) is being filed for the purpose of including the certifications required under the Interim Final Rule (IFR) at 31 CFR Part 30, which amend and replace the certifications filed as Exhibit 99.1 and 99.2, respectively, in the Original Filing.

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

INDEX TO EXHIBITS

Exhibit Number	Description
99.1	IFR Section 30.15 Certification by Principal Executive Officer
99.2	IFR Section 30.15 Certification by Principal Financial Officer

SIGNATURES

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

OAK VALLEY BANCORP

Date: March 31, 2011

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

Date: March 31, 2011

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