

COPY

RECEIVED

OMB Number 3100-0097
Approval expires December 31, 2015
Page 1 of 2

MAR 31 2014

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies — **FRB RICHMOND**
FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, John R. Wilson, Jr.

Reporter's Name, Street, and Mailing Address

PUTNAM BANCSHARES, INC.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Vice President and Treasurer

P O BOX 308

Title of the Holding Company Director and Official

(Mailing Address of the Holding Company) Street / P.O. Box

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

HURRICANE WV 25526
City State Zip Code

2761 MAIN STREET

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

John R. Wilson, Jr. Vice President and Treas

Name Title

304-562-9931

Area Code / Phone Number / Extension

304-562-2642

Area Code / FAX Number

jwilsonjr@putcobk.com

E-mail Address

www.putcobk.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

03/28/2014

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 1139804
C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

FORM FR Y-6

PUTNAM BANCSHARES, INC.
HURRICANE, WEST VIRGINIA

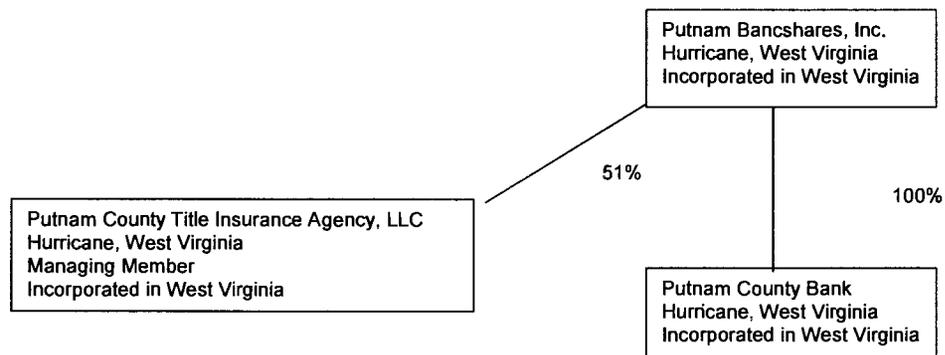
FISCAL YEAR ENDING DECEMBER 31, 2013

Report Item 1: Annual Report to Shareholders

Putnam Bancshares, Inc. is not registered with the Securities Exchange Commission and, as such, does not file a Form 10-K.

Putnam Bancshares, Inc. prepares an annual report for its shareholders and for public distribution. The 2013 annual report has not been completed at this time and will be forwarded to your office as soon as available. Putnam Bancshares, Inc. has engaged an independent CPA firm to prepare audited financial statements as of December 31, 2013 which will appear in the 2013 annual report. These statements will include all footnotes.

Report Item 2: Organizational Chart



Results: A list of branches for your holding company: PUTNAM BANCSHARES, INC. (1139804) of HURRICANE, WV.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

- OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	417626	PUTNAM COUNTY BANK	2325 MAIN STREET	HURRICANE	WV	25526	PUTNAM	UNITED STATES	9595	0	PUTNAM COUNTY BANK	417626	OK
OK		Full Service	1161403	INTERSTATE BRANCH	300 HURRICANE CREEK ROAD	HURRICANE	WV	25526	PUTNAM	UNITED STATES	233518	1	PUTNAM COUNTY BANK	417626	OK
OK		Full Service	1926349	VALLEY BRANCH	3058 MOUNT VERNON ROAD	HURRICANE	WV	25526	PUTNAM	UNITED STATES	233519	2	PUTNAM COUNTY BANK	417626	OK

ANNUAL REPORT OF BANK HOLDING COMPANIES
FORM FR Y-6

PUTNAM BANCSHARES, INC.
HURRICANE, WEST VIRGINIA
FISCAL YEAR ENDING DECEMBER 31, 2013

PAGE 3

Report Item 3: Securities Holders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/2013

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
J. R. Wilson Hurricane, WV, USA	USA	163,671 – 27.28% Common Stock
Boyd Meadows Hurricane, WV, USA	USA	33,707 – 5.62% Common Stock

Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year of 12/31/2013

(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
None		

ANNUAL REPORT OF BANK HOLDING COMPANIES

FORM FR Y-6

PUTNAM BANCSHARES, INC.
HURRICANE, WEST VIRGINIA
FISCAL YEAR ENDING DECEMBER 31, 2013
PAGE 4

Report Item 4: Insiders

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of Other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Robert S. Duckworth Hurricane, WV, USA	Real Estate Investor	Director	Executive Vice President and Director-Putnam County Bank	President- RSD, Inc.	4%	None	D+S Real Estate Holding LLC-100%; Risiko Realty LLC- 100%; RSD Carolina Operations LLC-100%; RSD Carolina Real Estate Holdings LLC – 100%;RSD Holdings LLC-100%; RSD, Inc.- 100%; Ente Enterprises, Ltd.-100%

FORM FR Y-6

PUTNAM BANCSHARES, INC.
HURRICANE, WEST VIRGINIA
FISCAL YEAR ENDING DECEMBER 31, 2013

PAGE 5

Report Item 4: Insiders - Continued

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of Other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held
W. Timothy Hayslett Hurricane, WV, USA	Construction	Director	Director-Putnam County Bank	President-Hayslett Construction Co.	4%	None	Hayslett Construction Co. - 100%
Stephen Hodges Scott Depot, WV, USA	Home Builder	Director	Director-Putnam County Bank	President-Hodges Homebuilders, Inc.	2%	None	Hodges Homebuilders, Inc. - 100%
Okey M. Landers, Jr. Charleston, SC, USA	Real Estate Investor	Director	Director-Putnam County Bank	President-A&C Corporation	2%	None	A&C Corporation-80%

ANNUAL REPORT OF BANK HOLDING COMPANIES
FORM FR Y-6

PUTNAM BANCSHARES, INC.
HURRICANE, WEST VIRGINIA
FISCAL YEAR ENDING DECEMBER 31, 2013

PAGE 6

Report Item 4: Insiders - Continued

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of Other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held
Boyd L. Meadows Milton, WV, USA	Markets/Farming	Director	Director-Putnam County Bank	President-Half-Way Markets, Inc.	5%	None	Half-Way Markets, Inc.- 50%; Milton Flea Mkt.- 50%; Putnam Orchards, Inc. - 50%

ANNUAL REPORT OF BANK HOLDING COMPANIES
FORM FR Y-6

PUTNAM BANCSHARES, INC.
HURRICANE, WEST VIRGINIA
FISCAL YEAR ENDING DECEMBER 31, 2013

PAGE 7

Report Item 4: Insiders - Continued

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of Other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held
Roger K. Randolph Scott Depot, WV, USA	Engineer	Director	Director-Putnam County Bank	President-Randolph Engineering Co.	1%	None	Randolph Engineering Co.- 50%; Teays Valley Storage - 50%; Teays River Construction- 25%; DARR Development - 25%; L&R Engineering - 100%; SPRG, LLC - 50%.

ANNUAL REPORT OF BANK HOLDING COMPANIES
FORM FR Y-6

PUTNAM BANCSHARES, INC.
HURRICANE, WEST VIRGINIA
FISCAL YEAR ENDING DECEMBER 31, 2013

PAGE 8

Report Item 4: Insiders - Continued

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of Other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
J. R. Wilson Hurricane, WV, USA	N/A	Chairman of the Board, President and CEO	Chairman of the Board, President and CEO-Putnam County Bank	N/A	27%	None	N/A
John R. Wilson, Jr. Scott Depot, WV, USA	N/A	Vice President and Director	Vice President and Director-Putnam County Bank	N/A	2%	None	N/A

ANNUAL REPORT OF BANK HOLDING COMPANIES
FORM FR Y-6

PUTNAM BANCSHARES, INC.
HURRICANE, WEST VIRGINIA
FISCAL YEAR ENDING DECEMBER 31, 2013

PAGE 9

Report Item 4: Insiders - Continued

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of Other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held
Gary D. Young Winfield, WV, USA	Construction	Director	Director-Putnam County Bank	President-G & G Builders, Inc.	2%	None	GDY, LLC—100%; G & G Builders, Inc.— 100%; Fourever Young LTD Partnership — 51%; G & G Investments — 50%; Keystone LLC — 60%; Cobblestone Subdivision, LLC — 100%; No S Properties LLC — 47%; Visionary Properties LLC — 100%; ABCG Properties — 60%