UNITED BANKSHARES INC/WV
Form DEF 14A
February 26, 2010

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 x 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))**

x 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):

x 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:

Table of Contents

NOTICE OF 2010 ANNUAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that, pursuant to the call of its Board of Directors, the 2010 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 3, 2010, 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 2010.

The close of business on February 23, 2010, 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

March 25, 2010

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE

ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 3, 2010

This proxy statement, along with our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and our 2009 Annual Report, are available free of charge on the following website: www.ubsi-inc.com.

Table of Contents

UNITED BANKSHARES, INC.

2010 PROXY STATEMENT

TABLE OF CONTENTS

Table of Contents

United Bankshares, Inc.

P.O. Box 1508

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 2010 Annual Meeting of Shareholders and at any adjournment or postponement.

You are invited to attend our Annual Meeting of Shareholders on May 3, 2010, 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 March 25, 2010.

VOTING INFORMATION

Shareholders Entitled to Vote

Holders of record of United common shares at the close of business on February 23, 2010, are entitled to receive this notice and to vote their shares at the Annual Meeting. As of that date, there were 43,439,490 common shares outstanding. Each common share is entitled to one vote on each matter properly brought before the Annual Meeting.

On January 25, 2010, the Board of Directors of the Company approved an amendment to Article II, Section 14 of the Company s bylaws concerning the record date for purposes of determining the shareholders entitled to (i) notice of and to vote at any meeting of the shareholders or (ii) receive a dividend payment or other such rights of shareholders. Prior to the amendment, the record date could not exceed fifty (50) days preceding the date of any meeting of the shareholders or any dividend payment date. Section 31D-7-707(b) of the West Virginia Business Corporation Act permits the record date to be fixed not more than seventy (70) days before the meeting or action requiring a determination of shareholders. The Board of Directors amended Article II, Section 14 of the Corporation s Bylaws to increase the time period in which the directors may fix the record date to a date not more than seventy (70) days before the meeting or action requiring a determination of shareholders, as permitted under Section 31D-7-707(b) of the West Virginia Business Corporation Act. The Board of Directors believes that the proposed revision to the Company s bylaws is in the best interest of the Company s shareholders because it will provide greater flexibility to the Company in preparing the proxy statement for the annual meeting of shareholders.

The Company s bylaws, as amended and restated, are attached hereto as Exhibit A.

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.

Table of Contents

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.

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.

Table of Contents

At our 2010 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, 2010, 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.

On February 23, 2010, there were 43,439,490 shares of common stock outstanding that are held by approximately 6,590 shareholders of record and 19,497 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 Shareowner Services of Jersey City, New Jersey (Mellon). Pursuant to a retention letter dated January 15, 2010, 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

Table of Contents

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 2010 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 2010 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 2010 Annual Meeting to serve for a one-year term expiring at our Annual Meeting in the year 2011. 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 election of directors at the 2010 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 2011 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.

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 2010 AND NOMINEES FOR DIRECTORS

Name and Age as of the May 3, 2010 Meeting Date		Position, Principal Occupation, Business Experience and Directorships for the Last Five Years (d)	Amount of Beneficial Ownership of Shares of Common Stock and Options (c)		
			Shares(a)	Options(b)	%
Richard M. Adams	63	Chairman and Chief Executive Officer of both United and United Bank (WV). Director of the Company since 1984.	600,155	174,000	1.78%
Robert G. Astorg	66	CPA and Managing Principal of H&R Block Tax and Business Services. Director of the Company since 1991.	37,189		*
W. Gaston Caperton, III	70	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	60	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	63	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	71	Attorney and Partner of Bowles Rice McDavid Graff & Love LLP. Director of the Company since 1984.	27,225		*
John M. McMahon	69	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	61	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 Company since 2003.	98,293		*
G. Ogden Nutting	74	Publisher of The Ogden Newspapers, Inc. Director of the Company since 1986.	654,656		1.51%
William C. Pitt, III	65	Hotel and Resort Developer. Director of the Company since 1987.	4,450		*

Table of Contents

DIRECTORS WHOSE TERMS EXPIRE IN 2010 AND NOMINEES FOR DIRECTORS

Name and Age as of the May 3, 2010 Meeting Date		Position, Principal Occupation, Business Experience and Directorships for the Last Five Years (d)	Amount of Beneficial Ownership of Shares of Common Stock and Options (c)		
			Shares(a)	Options(b)	%
Donald L. Unger	68	Former 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	60	CPA and Executive Vice President of Long & Foster Real Estate, Inc. Director of United Bank (VA). Director of the Company since 2004.	5,994		*
Gary G. White	60	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	62	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)			5,169,632	492,602	12.89%

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

Footnotes:

(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, 31,639 shares and Mr. Graff, 23,225 shares. The non-director executive officers as a group exercise voting authority over 35,926 shares. United Bank s (WV) Board of Directors exercises voting authority over 2,531,845 shares held by United Bank s (WV) Trust Department. All of these shares are included in the 5,169,632 shares held by all directors, nominees and executive officers as a group. Also includes shares pledged as collateral as follows: Mr. R. Adams, 54,428 shares; Mr. Astorg, 19,800 shares; Mr. Georgelas, 43,964 shares; and Mr. Winter, 89,996 shares.

(b) Beneficial ownership is stated as of February 8, 2010, 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 and/or shared investment powers may exist: Mr. R. Adams, 11,931 shares; Mr. Astorg, 20,287 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.

6

Table of Contents

COMMON STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Beneficial Ownership of Directors and Named Executive Officers

As of February 8, 2010, 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 February 8, 2010:

		Shares of Common Stock of the Company Beneficially Owned (1)	
Title of Class	**Name of Officer**	**Number of Shares**	**Percent of Class**
Common Stock	Richard M. Adams	774,155	1.78%
Common Stock	Steven E. Wilson	196,199	0.45%
Common Stock	James B. Hayhurst, Jr.	118,813	0.27%
Common Stock	James J. Consagra, Jr.	72,496	0.17%
Common Stock	Richard M. Adams, Jr.	83,016	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, 174,000 shares; Mr. S. Wilson, 86,400 shares; Mr. Hayhurst, 56,500 shares; Mr. Consagra, 56,500 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, 11,931 shares; Mr. S. Wilson, 8 shares; Mr. Hayhurst, 2,132 shares; and Mr. R. Adams, Jr., 8,226 shares. Also includes shares pledged as collateral as follows: Mr. R. Adams, 54,428 shares and Mr. Hayhurst, 52,481 shares.

All directors, nominees and executive officers as a group beneficially owned 5,662,234 shares or 12.89% 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 February 8, 2010. 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 February 8, 2010 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.

Table of Contents

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Common Stock	BlackRock, Inc. 40 East 52 nd Street, New York, NY 10022	5,576,667 (1)	12.84% (1)
Common Stock	Earnest Partners LLC 1180 Peachtree Street, Suite 2300, Atlanta, GA 30309	2,827,176 (2)	6.51% (2)
Common Stock	United Bank (WV) Trust Department 514 Market Street, Parkersburg, WV 26101 (2,555,070 shares or 5.88% are registered under the nominee name of Parbanc Co.)	2,555,070 (3)	5.88% (3)

Footnotes:

(1) BlackRock, Inc. (BlackRock) is a global investment management firm that serves institutional and retail clients, including pension funds, foundations, endowments, official institutions, insurance companies, subadvisory relationships, high net worth individuals, family offices and private banks. BlackRock beneficially owns 5,576,667 or 12.84% of United s common stock. BlackRock holds sole voting and dispositive authority for these shares. BlackRock s address and holdings are based solely on a Schedule 13G filing with the Securities and Exchange Commission dated January 8, 2010 made by BlackRock setting forth information as of December 31, 2009.

(2) Earnest Partners LLC (Earnest) is an institutional investment firm that manages assets for clients, including corporate pension plans, state and municipal pension plans, jointly-trusted plans, foundations, endowments and sovereign wealth funds. Earnest also manages portfolios for high net worth individuals. Earnest beneficially owns 2,827,176 or 6.51% of United s common stock. Earnest holds sole dispositive authority for all of these shares and sole voting authority for 1,180,578 or 2.72% of the shares. Earnest s address and holdings are based solely on a Schedule 13G filing with the Securities and Exchange Commission dated February 10, 2010 made by Earnest setting forth information as of December 31, 2009.

(3) The Trust Department of United Bank (WV), a wholly-owned subsidiary of United, holds in fiduciary or agency capacity 2,555,070 shares or 5.88% 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 2,531,845 shares or 5.83% of United s outstanding common stock which is exercised by United Bank s (WV) Board of Directors.

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 2009 failed to file such reports on a timely basis or failed to file a report.

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 February 8, 2010. The table provides this information for equity compensation plans that have and have not been approved by shareholders.

8

Table of Contents

Plan Category	Number of Securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans
Equity Compensation Plans approved by Shareholders	1,631,654	$29.31	957,900
Equity Compensation Plans not approved by Shareholders (1)			
Total	1,631,654	$29.31	957,900

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 179,698 shares of United common stock may be purchased under the Assumed Plans, at a weighted average exercise price of $14.19. 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 2009, 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 2009, 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. Although there is no formal written policy, attendance at the annual meeting by directors is expected. Thirteen of the fourteen directors attended the 2009 Annual Meeting. The Company s independent directors held two (2) meetings during 2009.

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 25, 2010, 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.

9

Table of Contents

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, J. Paul McNamara, G. Ogden Nutting, William C. Pitt, III, Mary K. Weddle, Gary G. White and P. Clinton Winter, Jr.

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.

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 2009 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 2009. These payments did not exceed 5% of the Company s or Bowles Rice McDavid Graff & Love LLP s consolidated revenues for 2009, 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 2009, 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, and Donald L. Unger. Messrs. Adams, Doll, and Unger are not independent because these directors are currently employed or have been 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. 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 2009, the Executive Committee met two (2) 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 . Members of this committee are Robert G. Astorg, Chairman, William C. Pitt, III, Mary K. Weddle and P. Clinton Winter, Jr. The Audit Committee met four (4) times during 2009. All members of the Audit 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. The Compensation Committee met three (3) times during 2009. The Compensation Committee is governed by the Compensation Committee charter which is available on the corporate website under Policies at 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 2009 can be found in the Director Compensation table on page 34.

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.

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.

At a meeting on August 4, 2009, the Governance and Nominating Committee unanimously agreed to implement the following Governance Policy Guidelines: 1) minimum stock ownership requirement for outside directors of 4,000 beneficially owned shares of common stock and options; 2) minimum stock ownership requirement for executives of 40,000 beneficially owned shares of common stock and options; 3) a public disclosure of the Governance Policy Guidelines; and 4) mandatory director resignation in the event of his or her change in employment.

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 John M. McMahon, Chairman, W. Gaston Caperton, III, G. Ogden Nutting, and P. Clinton Winter, Jr. The Governance and Nominating Committee met three (3) times during 2009. The charter for this committee is available on the corporate website under Policies at 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).

Table of Contents

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 persons 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, 2009, 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 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.

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 2009, 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 2009 were $792,000, which represented less than 5% of that firm s revenues for the year 2009. 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 2009 was approximately $20,000. 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	63	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.	41	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.	49	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.	63	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	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)
Steven E. Wilson	61	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.

Table of Contents

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. Ensuring that United s compensation program does not encourage excessive risk-taking continues to be a top priority of the Committee. 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 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 officers are presented in more detail in the following discussion and analysis.

Role of Executive Officers and the Committee 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 officers of the Company. The Committee met in January 2009 to act on compensation issues for the named executive officers for 2009. Prior to the January 2009 Compensation Committee Meeting, the Chairman of the Company s Compensation Committee and the Company s Chief Executive Officer met to review the performance of the named executive officers and the CEO s recommendations as to the compensation of each named executive officer. The conclusions reached and recommendations based on these reviews, including salary adjustments and annual award amounts, were presented to the Committee. The Committee annually reviews Mr. Adams performance and reaches a recommendation as to Mr. Adams compensation. In addition, the Committee also met in August 2009 and November 2009 to review information contained in the Executive Compensation Survey completed by Aon Consulting; review the Company s Management Succession and Development Plan; discuss the annual evaluation process; review the mechanics of the Company s Leadership Development Program; and analyze peer data as it related to executive compensation.

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;

15

Table of Contents

- encourage ownership of Company common stock by executive officers; and
- discourage excessive risk-taking.

2009 Executive Compensation Components

For the fiscal year ended December 31, 2009, 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.

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. During 2008, the Committee retained the services of Aon Consulting, Inc. (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^{th} 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^{th} percentile of published survey data, the CEO s base salary was within the competitive range, but below the 50^{th} 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 2009, 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, 2009, United s market capitalization was $867 million. Several peers fell below the $1 billion level in 2009. 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)
Fulton Financial (Pennsylvania)
Susquehanna Bancshares (Pennsylvania)
Trustmark Corp (Mississippi)
Umpqua Holdings (Oregon)
United Community Banks (Georgia)

Table of Contents

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 2009. 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 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 Committee 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 2009, the Committee decided not to increase the base salaries for the named executive officers as reflected in the Summary Compensation Table on page 21.

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 Committee 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 are based on a composite rating of several factors, including the following corporate and individual goals:

- earnings: earnings per share (EPS) growth to $1.90 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

Table of Contents

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

other: individual objectives including risk management.

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

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

The maximum potential incentive awards to the named executive officers for 2009 are listed in the table below.

Name/Position	Incentive Potential as % of Base Salary $ Incentive Potential	Awarded % of Potential $ Awarded
Richard M. Adams Chief Executive Officer	75% $ 487,500	0% $0.
James J. Consagra, Jr. Executive Vice President	55% $ 145,750	0% $0.
Steven E. Wilson Executive Vice President, Chief Financial Officer, Secretary and Treasurer	55% $ 141,540	0% $0.

Richard M. Adams, Jr. Executive Vice President	$	55% 123,750	0% $0.
James B. Hayhurst, Jr. Executive Vice President	$	55% 123,750	0% $0.

18

For 2009, the Company s performance compared very favorably to the industry and other regional bank holding company peers and the 2009 executive officers performance ratings would have triggered cash incentive awards; however, the Committee decided not to award incentive payments to the named executive officers. For the Company s Chief Executive Officer, the Committee s decision was based primarily on the less than expected earnings per share performance of the Company which was targeted to be $1.90 and the substantial decline in share price in 2009. For the other named executive officers, the Committee s decision was based primarily on the less than expected earnings per share performance of the Company which was targeted to be $1.90, and the individual s unit performance of the subsidiary banks which did not meet the profit and loan 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 Watson 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 January 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, 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 did not grant stock options to the executive officers in 2009.

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.

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.

Table of Contents

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, has 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 23.

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 34-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 28.

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 26.

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.

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

Table of Contents

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 26 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 Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation Stock Compensation (ASC topic 718).

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 2009.

Name and Principal Position	Year	Salary	Option Awards (1)	Non-Equity Incentive Plan Compen-sation (2)	Change in Pension Value and Non-qualified Deferred Compen-sation Earnings (3)	All Other Compen-sation (4)	Total
Richard M. Adams	2009	$ 650,000	$ 70,600		$ 247,795	$ 27,488	$ 995,883
Chairman of the Board	2008	$ 650,000	$ 70,600	$ 170,625	$ 494,763	$ 154,259	$ 1,540,246
and Chief Executive	2007	$ 650,000	$ 11,767	$ 195,000	$ 240,805	$ 341,583	$ 1,439,155
Officer							
Steven E. Wilson	2009	$ 257,348	$ 11,767		$ 72,184	$ 15,171	$ 356,470

Executive Vice President,	2008	$ 257,348	$ 11,767	$ 21,231	$ 150,055	$ 23,445	$ 463,845
Chief Financial Officer,	2007	$ 257,348	$ 1,961		$ 30,653	$ 104,476	$ 394,438
Secretary and Treasurer							
James B. Hayhurst, Jr.	2009	$ 225,000	$ 23,533				
Executive Vice President	2008	$ 222,450	$ 23,533				
	2007	$ 217,350	$				