UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT of 1934 FOR THE QUARTERLY PERIOD ENDED **September 30, 2009.**

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM _ TO_.

Commission file number: 0-12820

AMERICAN NATIONAL BANKSHARES INC.

(Exact name of registrant as specified in its charter)

VIRGINIA	54-1284688
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
628 Main Street Danville, Virginia	24541
(Address of principal executive offices)	(Zip Code)

(434) 792-5111
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark 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.

Yes ☐ No ☐

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.

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 Exchange Act) Yes ☐ No ☒

At November 5, 2009, the Company had 6,107,327 shares of Common Stock outstanding, $1 par value.

AMERICAN NATIONAL BANKSHARES INC.

Part I. Financial Information
Item 1. Financial Statements

American National Bankshares Inc. and Subsidiaries
Consolidated Balance Sheets
(Dollars in thousands, except share data)

ASSETS	(Unaudited) September 30, 2009	(Audited) December 31, 2008
Cash and due from banks	$ 17,451	$ 14,986
Interest-bearing deposits in other banks	8,892	9,112
Securities available for sale, at fair value	181,953	133,695
Securities held to maturity	6,540	7,121
Total securities	188,493	140,816
Loans held for sale	3,840	1,764
Loans	539,188	571,110
Less allowance for loan losses	(8,260)	(7,824)
Net loans	530,928	563,286
Premises and equipment, net	19,390	17,129
Other real estate owned	4,558	4,311
Goodwill	22,468	22,468
Core deposit intangibles, net	1,792	2,075
Accrued interest receivable and other assets	12,534	13,237
Total assets	$ 810,346	$ 789,184
LIABILITIES and SHAREHOLDERS' EQUITY		
Liabilities:		
Demand deposits -- noninterest bearing	$ 105,100	$ 95,703
Demand deposits -- interest bearing	92,012	116,132
Money market deposits	71,424	56,615
Savings deposits	62,420	59,624
Time deposits	265,339	261,064
Total deposits	596,295	589,138
Short-term borrowings:		
Customer repurchase agreements	71,339	51,741
Other short-term borrowings	4,000	7,850
Long-term borrowings	8,675	13,787
Trust preferred capital notes	20,619	20,619
Accrued interest payable and other liabilities	4,513	3,749
Total liabilities	705,441	686,884
Shareholders' equity:		
Preferred stock, $5 par, 200,000 shares authorized, none outstanding	-	-
Common stock, $1 par, 10,000,000 shares authorized, 6,107,327 shares outstanding at September 30, 2009 and 6,085,628 shares outstanding at December 31, 2008	6,107	6,086
Capital in excess of par value	26,900	26,491
Retained earnings	71,445	71,090
Accumulated other comprehensive Income (loss), net	453	(1,367)
Total shareholders' equity	104,905	102,300
Total liabilities and shareholders' equity	$ 810,346	$ 789,184

The accompanying notes are an integral part of the consolidated financial statements.

American National Bankshares Inc. and Subsidiaries
Consolidated Statements of Income
(Dollars in thousands, except per share and per share data) (Unaudited)

	Three Months Ended September 30	
	2009	2008
Interest and Dividend Income:		
Interest and fees on loans	$ 7,666	$ 8,916
Interest and dividends on securities:		
Taxable	1,241	1,179
Tax-exempt	434	388
Dividends	27	41
Other interest income	96	75
Total interest and dividend income	9,464	10,599
Interest Expense:		
Interest on deposits	1,921	2,845
Interest on short-term borrowings	135	429
Interest on long-term borrowings	65	126
Interest on trust preferred capital notes	343	343
Total interest expense	2,464	3,743
Net Interest Income	7,000	6,856
Provision for Loan Losses	492	280
Net Interest Income After Provision for Loan Losses	6,508	6,576
Noninterest Income:		
Trust fees	813	901
Service charges on deposit accounts	536	603
Other fees and commissions	257	193
Mortgage banking income	361	238
Brokerage fees	23	126
Securities gains (losses), net	1	(87)
Other	128	88
Total noninterest income	2,119	2,062
Noninterest Expense:		
Salaries	2,471	2,466
Employee benefits	806	688
Occupancy and equipment	704	684
FDIC assessment	203	47
Bank franchise tax	160	172
Core deposit intangible amortization	94	94
Other	1,160	1,334
Total noninterest expense	5,598	5,485
Income Before Income Taxes	3,029	3,153
Income Taxes	862	929
Net Income	$ 2,167	$ 2,224
Net Income Per Common Share:		
Basic	$ 0.36	$ 0.36
Diluted	$ 0.35	$ 0.36
Average Common Shares Outstanding:		
Basic	6,104,505	6,093,851
Diluted	6,111,913	6,100,089

The accompanying notes are an integral part of the consolidated financial statements.

Table of Contents

American National Bankshares Inc. and Subsidiaries
Consolidated Statements of Income
(Dollars in thousands, except per share and per share data) (Unaudited)

	Nine Months Ended September 30	
	2009	2008
Interest and Dividend Income:		
Interest and fees on loans	$ 23,617	$ 27,347
Interest and dividends on securities:		
Taxable	3,594	3,644
Tax-exempt	1,236	1,240
Dividends	70	191
Other interest income	287	225
Total interest and dividend income	28,804	32,647
Interest Expense:		
Interest on deposits	6,628	9,543
Interest on short-term borrowings	548	1,340
Interest on long-term borrowings	276	423
Interest on trust preferred capital notes	1,030	1,030
Total interest expense	8,482	12,336
Net Interest Income	20,322	20,311
Provision for Loan Losses	1,334	1,020
Net Interest Income After Provision for Loan Losses	18,988	19,291
Noninterest Income:		
Trust fees	2,338	2,697
Service charges on deposit accounts	1,549	1,769
Other fees and commissions	750	622
Mortgage banking income	1,215	633
Brokerage fees	153	370
Securities gains (losses), net	2	(450)
Net loss on foreclosed real estate	(1,222)	(7)
Other	321	404
Total noninterest income	5,106	6,038
Noninterest Expense:		
Salaries	7,734	7,416
Employee benefits	2,451	2,212
Occupancy and equipment	2,174	2,120
FDIC assessment	984	88
Bank franchise tax	483	522
Core deposit intangible amortization	283	283
Other	3,685	3,936
Total noninterest expense	17,794	16,577
Income Before Income Taxes	6,300	8,752
Income Taxes	1,659	2,414
Net Income	$ 4,641	$ 6,338
Net Income Per Common Share:		
Basic	$ 0.76	$ 1.04
Diluted	$ 0.76	$ 1.04
Average Common Shares Outstanding:		
Basic	6,094,261	6,099,933
Diluted	6,098,221	6,109,947

The accompanying notes are an integral part of the consolidated financial statements.

American National Bankshares Inc. and Subsidiaries
Consolidated Statements of Changes in Shareholders' Equity
Nine Months Ended September 30, 2009 and 2008
(Dollars in thousands) (Unaudited)

	Common Stock Shares	Common Stock Amount	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance, December 31, 2007	6,118,717	$ 6,119	$ 26,425	$ 69,409	$ (442)	$ 101,511
Net income	-	-	-	6,338	-	6,338
Change in unrealized gain (loss) on securities available for sale, net of tax, $(297)	-	-	-	-	(555)	
Add: Reclassification adjustment for losses on securities available for sale, net of tax, $157	-	-	-	-	293	
Other comprehensive income (loss)					(262)	(262)
Total comprehensive income						6,076
Change in pension plan measurement date, net of tax, $(40)					(74)	(74)
Stock repurchased and retired	(39,050)	(39)	(169)	(579)	-	(787)
Stock options exercised	11,137	11	183	-	-	194
Cash dividends declared, $0.69 per share	-	-	-	(4,206)	-	(4,206)
Balance, September 30, 2008	6,090,804	$ 6,091	$ 26,439	$ 70,962	$ (778)	$ 102,714
Balance, December 31, 2008	6,085,628	$ 6,086	$ 26,491	$ 71,090	$ (1,367)	$ 102,300
Net income	-	-	-	4,641	-	4,641
Change in unrealized gain (loss) on securities available for sale, net of tax, $979	-	-	-	-	1,822	
Less: Reclassification adjustment for gains on securities available for sale, net of tax of $0	-	-	-	-	(2)	
Other comprehensive income					1,820	1,820
Total comprehensive income						6,461
Stock repurchased and retired	(7,600)	(8)	(33)	(80)	-	(121)
Stock options exercised	29,299	29	395	-	-	424
Stock option expense			47			47
Cash dividends declared, $0.69 per share	-	-		(4,206)	-	(4,206)
Balance, September 30, 2009	6,107,327	$ 6,107	$ 26,900	$ 71,445	$ 453	$ 104,905

The accompanying notes are an integral part of the consolidated financial statements.

American National Bankshares Inc. and Subsidiaries
Consolidated Statements of Cash Flows
Nine Months Ended September 30, 2009 and 2008
(Dollars in thousands) (Unaudited)

	2009	2008
Cash Flows from Operating Activities:		
Net income	$ 4,641	$ 6,338
Adjustments to reconcile net income to net		
cash provided by operating activities:		
Provision for loan losses	1,334	1,020
Depreciation	877	808
Core deposit intangible amortization	283	283
Net amortization (accretion) of bond premiums and discounts	(180)	(196)
Net (gain) loss on sale or call of securities	(2)	450
Gain on loans held for sale	(1,074)	(535)
Proceeds from sales of loans held for sale	53,564	29,302
Originations of loans held for sale	(54,566)	(29,668)
Net (gain) loss on foreclosed real estate	(17)	7
Change in valuation allowance for foreclosed real estate	1,239	-
Stock-based compensation expense	47	-
Deferred income tax (benefit) expense	(727)	274
Net change in interest receivable	(496)	70
Net change in other assets	945	(760)
Net change in interest payable	(318)	(372)
Net change in other liabilities	1,082	(978)
Net cash provided by operating activities	6,632	6,043
Cash Flows from Investing Activities:		
Proceeds from sales of securities available for sale	-	1,098
Proceeds from maturities and calls of securities available for sale	55,248	35,534
Proceeds from maturities and calls of securities held to maturity	583	4,881
Purchases of securities available for sale	(100,525)	(26,267)
Net (increase) decrease in loans	29,238	(25,892)
Purchases of bank property and equipment	(3,138)	(4,491)
Proceeds from sales of foreclosed real estate	317	297
Increase in foreclosed real estate	-	(26)
Net cash (used in) investing activities	(18,277)	(14,866)
Cash Flows from Financing Activities:		
Net change in demand, money market, and savings deposits	2,882	8,794
Net change in time deposits	4,275	(958)
Net change in customer repurchase agreements	19,598	(2,940)
Net change in short-term borrowings	(3,850)	18,720
Net change in long-term borrowings	(5,112)	4,888
Cash dividends paid	(4,206)	(4,206)
Repurchase of stock	(121)	(787)
Proceeds from exercise of stock options	424	194
Net cash provided by financing activities	13,890	23,705
Net Increase in Cash and Cash Equivalents	2,245	14,882
Cash and Cash Equivalents at Beginning of Period	24,098	18,304
Cash and Cash Equivalents at End of Period	$ 26,343	$ 33,186

The accompanying notes are an integral part of the consolidated financial statements.

AMERICAN NATIONAL BANKSHARES INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2009

Note 1 – Basis of Presentation

The consolidated financial statements include the accounts of American National Bankshares Inc. and its wholly owned subsidiary, American National Bank and Trust Company (collectively referred to as the "Company"). American National Bank offers a wide variety of retail, commercial, secondary market mortgage lending, and trust and investment services which also include non-deposit products such as mutual funds and insurance policies.

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses and the valuation of foreclosed real estate.

In April 2006, AMNB Statutory Trust I, a Delaware statutory trust ("the Trust") and a wholly owned subsidiary of the Company, was formed for the purpose of issuing preferred securities ("the Trust Preferred Securities") in a private placement pursuant to an applicable exemption from registration. Proceeds from the securities were used to fund the acquisition of Community First Financial Corporation ("Community First") which occurred in April 2006. Refer to Note 9 for further details concerning this variable interest entity.

All significant inter-company transactions and accounts are eliminated in consolidation, with the exception of the Trust, as detailed in Note 9.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments, consisting of normal recurring accruals necessary to present fairly the Company's financial position as of September 30, 2009; the consolidated statements of income for the three and nine months ended September 30, 2009 and 2008; the consolidated statements of changes in shareholders' equity for the nine months ended September 30, 2009 and 2008; and the consolidated statements of cash flows for the nine months ended September 30, 2009 and 2008. Operating results for the three and nine month periods ended September 30, 2009 are not necessarily indicative of the results that may occur for the year ending December 31, 2009. Certain reclassifications have been made to prior period balances to conform to the current period presentation. These statements should be read in conjunction with the Notes to Financial Statements included in the Company's Form 10-K for the year ended December 31, 2008.

Note 2 – Recent Accounting Pronouncements

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141(R), "Business Combinations" (SFAS 141(R)) (ASC 805 Business Combinations). The Standard significantly changed the financial accounting and reporting of business combination transactions. SFAS 141(R) establishes principles for how an acquirer recognizes and measures the identifiable assets acquired, liabilities assumed, and any noncontrolling interest in the acquiree; recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS 141(R) is effective for acquisition dates on or after the beginning of an entity's first year that begins after December 15, 2008. The Company does not expect the implementation of SFAS 141(R) to have a material impact on its consolidated financial statements, at this time.

In April 2009, the FASB issued FSP FAS 141(R)-1, "Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies" (ASC 805 Business Combinations). FSP FAS 141(R)-1 amends and clarifies SFAS 141(R) to address application issues on initial recognition and measurement, subsequent measurement and accounting, and disclosure of assets and liabilities arising from contingencies in a business combination. The FSP is effective for assets and liabilities arising from contingencies in business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The Company does not expect the adoption of FSP FAS 141(R)-1 to have a material impact on its consolidated financial statements.

In April 2009, the FASB issued FSP FAS 157-4, "Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly" (ASC 820 Fair Value Measurements and Disclosures). FSP FAS 157-4 provides additional guidance for estimating fair value in accordance with SFAS 157 when the volume and level of activity for the asset or liability have significantly decreased. The FSP also includes guidance on identifying circumstances that indicate a transaction is not orderly. FSP FAS 157-4 is effective for interim and annual periods ending after June 15, 2009, and shall be applied prospectively. Earlier adoption is permitted for periods ending after March 15, 2009. The Company does not expect the adoption of FSP FAS 157-4 to have a material impact on its consolidated financial statements.

In April 2009, the FASB issued FSP FAS 107-1 and APB 28-1, "Interim Disclosures about Fair Value of Financial Instruments" (ASC 825 Financial Instruments and ASC 270 Interim Reporting). FSP FAS 107-1 and APB 28-1 amends SFAS No. 107, "Disclosures about Fair Value of Financial Instruments," to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. In addition, the FSP amends APB Opinion No. 28, "Interim Financial Reporting," to require those disclosures in summarized financial information at interim reporting periods. The FSP is effective for interim periods ending after June 15, 2009, with earlier adoption permitted for periods ending after March 15, 2009. The Company does not expect the adoption of FSP FAS 107-1 and APB 28-1 to have a material impact on its consolidated financial statements.

In April 2009, the FASB issued FSP FAS 115-2 and FAS 124-2, "Recognition and Presentation of Other-Than-Temporary Impairments" (ASC 320 Investments – Debt and Equity Securities). FSP FAS 115-2 and FAS 124-2 amends other-than-temporary impairment guidance for debt securities to make guidance more operational and to improve the presentation and disclosure of other-than-temporary impairments on debt and equity securities. The FSP does not amend existing recognition and measurement guidance related to other-than-temporary impairments of equity securities. FSP FAS 115-2 and FAS 124-2 is effective for interim and annual periods ending after June 15, 2009, with earlier adoption permitted for periods ending after March 15, 2009. The Company does not expect the adoption of FSP FAS 115-2 and FAS 124-2 to have a material impact on its consolidated financial statements.

In April 2009, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 111 (SAB 111). SAB 111 amends and replaces SAB Topic 5.M. in the SAB Series entitled "Other Than Temporary Impairment of Certain Investments in Debt and Equity Securities." SAB 111 maintains the SEC Staff's previous views related to equity securities and amends Topic 5.M. to exclude debt securities from its scope. The Company does not expect the implementation of SAB 111 to have a material impact on its consolidated financial statements.

In May 2009, the FASB issued Statement of Financial Accounting Standards No. 165, "Subsequent Events" (ASC 855 Subsequent Events). SFAS 165 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. SFAS 165 is effective for interim and annual periods ending after June 15, 2009. The Company does not expect the adoption of SFAS 165 to have a material impact on its consolidated financial statements.

In June 2009, the FASB issued Statement of Financial Accounting Standards No. 166, “Accounting for Transfers of Financial Assets – an amendment of FASB Statement No. 140” (ASC 860 Transfers and Servicing). SFAS 166 provides guidance to improve the relevance, representational faithfulness, and comparability of the information that a report entity provides in its financial statements about a transfer of financial assets; the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor’s continuing involvement, if any, in transferred financial assets. SFAS 166 is effective for interim and annual periods beginning after November 15, 2009. The Company does not expect the adoption of SFAS 166 to have a material impact on its consolidated financial statements.

In June 2009, the FASB issued Statement of Financial Accounting Standards No. 167, “Amendments to FASB Interpretation No. 46(R)” (ASC 810 Consolidation). SFAS 167 improves financial reporting by enterprises involved with variable interest entities. SFAS 167 is effective for interim and annual periods beginning after November 15, 2009. Early adoption is prohibited. The Company does not expect the adoption of SFAS 167 to have a material impact on its consolidated financial statements.

In June 2009, the FASB issued Statement of Financial Accounting Standards No. 168, “The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles – replacement of FASB Statement No. 162” (ASC 105 Generally Accepted Accounting Principles). SFAS 168 establishes the FASB Accounting Standards Codification which will become the source of authoritative U.S. generally accepted accounting principles (GAAP) recognized by the FASB to be applied by nongovernmental entities. SFAS 168 is effective immediately. The Company does not expect the adoption of SFAS 168 to have a material impact on its consolidated financial statements.

In June 2009, the FASB issued EITF Issue No. 09-1, “Accounting for Own-Share Lending Arrangements in Contemplation of Convertible Debt Issuance or Other Financing” (ASC 470 Debt). EITF Issue No. 09-1 clarifies how an entity should account for an own-share lending arrangement that is entered into in contemplation of a convertible debt offering. EITF Issue No. 09-1 is effective for arrangements entered into on or after June 15, 2009. Early adoption is prohibited. The Company does not expect the adoption of EITF Issue No. 09-1 to have a material impact on its consolidated financial statements.

In June 2009, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 112 (SAB 112). SAB 112 revises or rescinds portions of the interpretative guidance included in the codification of SABs in order to make the interpretive guidance consistent with current U.S. GAAP. The Company does not expect the adoption of SAB 112 to have a material impact on its consolidated financial statements.

In August 2009, the FASB issued Accounting Standards Update No. 2009-05 (ASU 2009-05), “Fair Value Measurements and Disclosures (Topic 820) – Measuring Liabilities at Fair Value.” ASU 2009-05 amends Subtopic 820-10, “Fair Value Measurements and Disclosures – Overall,” and provides clarification for the fair value measurement of liabilities. ASU 2009-05 is effective for the first reporting period including interim period beginning after issuance. The Company does not expect the adoption of ASU 2009-05 to have a material impact on its consolidated financial statements.

In September 2009, the FASB issued Accounting Standards Update No. 2009-12 (ASU 2009-12), “Fair Value Measurements and Disclosures (Topic 820): Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent).” ASU 2009-12 provides guidance on estimating the fair value of alternative investments. ASU 2009-12 is effective for interim and annual periods ending after December 15, 2009. The Company does not expect the adoption of ASU 2009-12 to have a material impact on its consolidated financial statements.

In October 2009, the FASB issued Accounting Standards Update No. 2009-15 (ASU 2009-15), “Accounting for Own-Share Lending Arrangements in Contemplation of Convertible Debt Issuance or Other Financing.” ASU 2009-15 amends Subtopic 470-20 to expand accounting and reporting guidance for own-share lending arrangements issued in contemplation of convertible debt issuance. ASU 2009-15 is effective for fiscal years beginning on or after December 15, 2009 and interim periods within those fiscal years for arrangements outstanding as of the beginning of those fiscal years. The Company does not expect the adoption of ASU 2009-15 to have a material impact on its consolidated financial statements.

In October 2009, the Securities and Exchange Commission issued Release No. 33-99072, “Internal Control over Financial Reporting in Exchange Act Periodic Reports of Non-Accelerated Filers.” Release No. 33-99072 delays the requirement for non-accelerated filers to include an attestation report of their independent auditor on internal control over financial reporting with their annual report until the fiscal year ending on or after June 15, 2010.

Note 3 – Securities

The amortized cost and estimated fair value of investments in debt and equity securities at September 30, 2009 and December 31, 2008 were as follows:

	September 30, 2009			
(in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
Securities available for sale:				
Debt securities:				
Federal agencies	$ 80,483	$ 1,827	$ 3	$ 82,307
Mortgage-backed	35,741	1,657	231	37,167
State and municipal	51,483	2,466	15	53,934
Corporate	3,968	215	-	4,183
Equity securities:				
FHLB stock – restricted	2,812	-	-	2,812
Federal Reserve stock – restricted	1,429	-	-	1,429
Other	121	-	-	121
Total securities available for sale	176,037	6,165	249	181,953
Debt securities held to maturity:				
Mortgage-backed	211	14	-	225
State and municipal	6,329	277	-	6,606
Total securities held to maturity	6,540	291	-	6,831
Total securities	$ 182,577	$ 6,456	$ 249	$ 188,784

(in thousands)	December 31, 2008 Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
Securities available for sale:				
Debt securities:				
Federal agencies	$ 43,331	$ 2,093	$ 8	$ 45,416
Mortgage-backed	45,139	1,040	496	45,683
State and municipal	36,726	653	74	37,305
Corporate	1,485	3	96	1,392
Equity securities:				
FHLB stock – restricted	2,362	-	-	2,362
Federal Reserve stock – restricted	1,429	-	-	1,429
Other	108	-	-	108
Total securities available for sale	130,580	3,789	674	133,695
Debt securities held to maturity:				
Mortgage-backed	254	10	-	264
State and municipal	6,867	261	1	7,127
Total securities held to maturity	7,121	271	1	7,391
Total securities	$ 137,701	$ 4,060	$ 675	$ 141,086

The Corporation’s investment in Federal Home loan Bank (“FHLB”) stock totaled $2,812,000 at September 30, 2009. FHLB stock is generally viewed as a long term investment and as a restricted investment security which is carried at cost, because there is no market for the stock other than the FHLB or member institutions. Therefore, when evaluating FHLB stock for impairment, its value is based on ultimate recoverability of the par value rather than by recognizing temporary declines in value.

The tables below show estimated fair value and gross unrealized losses, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at September 30, 2009 and December 31, 2008. The date for determining when securities are in an unrealized loss position is month-end. Therefore, it is possible that a security’s market value exceeded its amortized cost on other days during the past twelve-month period.

Management evaluates securities for other-than-temporary impairment quarterly, and more frequently if economic or market concerns warrant. Consideration is given to the length of time and the extent to which the fair value has been less than cost, the financial condition and near-term prospects of the issuer, and whether the Company intends to sell the security or may be required to sell the security prior to maturity or does not expect to recover the security’s entire amortized cost even if the Company does not intend to sell. As of September 30, 2009, the Company held three securities that had been in a continuous unrealized loss position for twelve months or more. The Company has reviewed these securities for other-than-temporary impairment, and does not consider the balances presented in the table to be other-than-temporarily impaired as of September 30, 2009.

September 30, 2009

(in thousands)	Total Estimated Fair Value	Total Unrealized Loss	Less than 12 Months Estimated Fair Value	Less than 12 Months Unrealized Loss	12 Months or More Estimated Fair Value	12 Months or More Unrealized Loss
Federal agencies	$ 10,015	$ 3	$ 10,015	$ 3	$ -	$ -
Mortgage-backed	2,366	231	-	-	2,366	231
State and municipal	468	15	-	-	468	15
Total	$ 12,849	$ 249	$ 10,015	$ 3	$ 2,834	$ 246

December 31, 2008

(in thousands)	Total Estimated Fair Value	Total Unrealized Loss	Less than 12 Months Estimated Fair Value	Less than 12 Months Unrealized Loss	12 Months or More Estimated Fair Value	12 Months or More Unrealized Loss
Federal agencies	$ 1,583	$ 8	$ 1,583	$ 8	$ -	$ -
Mortgage-backed	4,484	496	3,468	472	1,016	24
State and municipal	3,581	75	3,581	75	-	-
Corporate	389	96	-	-	389	96
Total	$ 10,037	$ 675	$ 8,632	$ 555	$ 1,405	$ 120

Note 4 - Loans

Loans, excluding loans held for sale, were comprised of the following:

(in thousands)	September 30, 2009	December 31, 2008
Construction and land development	$ 46,175	$ 63,361
Commercial real estate	209,470	207,160
Residential real estate	126,392	136,480
Home equity	62,519	57,170
Total real estate	444,556	464,171
Commercial and industrial	87,226	98,546
Consumer	7,406	8,393
Total loans	$ 539,188	$ 571,110

The following is a summary of information pertaining to impaired and nonaccrual loans:

(in thousands)	September 30, 2009	December 31, 2008
Impaired loans with a valuation allowance	$ 2,562	$ 2,545
Impaired loans without a valuation allowance	1,615	647
Total impaired loans	$ 4,177	$ 3,192
Allowance provided for impaired loans, included in the allowance for loan losses	$ 1,186	$ 1,164
Nonaccrual loans excluded from the impaired loan disclosure	$ 1,292	$ 1,574

As of and for the (in thousands)	Nine Months Ended September 30, 2009	Nine Months Ended September 30, 2008
Average balance in impaired loans	$ 3,409	$ 5,390
Interest income recognized on impaired loans	100	128
Interest income recognized on nonaccrual loans	-	-
Interest on non-accrual loans had they been accruing	148	282
Loans past due 90 days and still accruing interest	-	-

No additional funds are committed to be advanced in connection with impaired loans.

Foreclosed real estate was $4,558,000 at September 30, 2009 and $4,311,000 December 31, 2008.

Note 5 – Allowance for Loan Losses and Reserve for Unfunded Lending Commitments

Changes in the allowance for loan losses and the reserve for unfunded lending commitments for the nine months ended September 30, 2009 and 2008, and for the year ended December 31, 2008, are presented below:

(in thousands)	Nine Months Ended September 30, 2009	Year Ended December 31, 2008	Nine Months Ended September 30, 2008
Allowance for Loan Losses			
Balance, beginning of period	$ 7,824	$ 7,395	$ 7,395
Provision for loan losses	1,334	1,620	1,020
Charge-offs	(1,116)	(1,564)	(552)
Recoveries	218	373	220
Balance, end of period	$ 8,260	$ 7,824	$ 8,083
Reserve for unfunded lending commitments			
Balance, beginning of period	$ 475	151	$ 151
Provision for unfunded commitments	(11)	324	319
Charge-offs	(215)	-	-
Balance, end of period	$ 249	$ 475	$ 470

The reserve for unfunded loan commitments is included in other liabilities.

Note 6 – Goodwill and Other Intangible Assets

In January 2002, the Company adopted SFAS No. 142 (ASC 805), "Goodwill and Other Intangible Assets". Accordingly, goodwill is no longer subject to amortization, but is subject to at least an annual assessment for impairment by applying a fair value test. A fair value-based test was performed during the third quarter of 2009 that determined there has been no impairment in the value of goodwill.

The changes in the carrying amount of goodwill for the quarter ended September 30, 2009, are as follows (in thousands):

Balance as of December 31, 2008	$ 22,468
Goodwill recorded during the period	-
Impairment losses	-
Balance as of September 30, 2009	$ 22,468

Core deposit intangible assets resulting from an acquisition were originally recorded at $3,112,000 in April 2006, and are being amortized over 99 months. The net core deposit intangible at September 30, 2009 was $1,792,000.

Note 7 – Short-term Borrowings

Short-term borrowings consist of customer repurchase agreements, overnight borrowings from the Federal Home Loan Bank of Atlanta (“FHLB”), and Federal Funds purchased. Customer repurchase agreements are collateralized by securities of the U.S. Government, its agencies or Government Sponsored Enterprises (“GSE”). They mature daily. The interest rates may be changed at the discretion of the Company. FHLB overnight borrowings have floating interest rates that may change daily at the discretion of the FHLB. Federal Funds purchased are unsecured overnight borrowings from other financial institutions. Short-term borrowings consisted of the following as of September 30, 2009 and December 31, 2008 (in thousands):

	September 30, 2009	December 31, 2008
Customer repurchase agreements	$ 71,339	$ 51,741
FHLB overnight borrowings	4,000	7,850
	$ 75,339	$ 59,591

Note 8 – Long-term Borrowings

Under the terms of its collateral agreement with the FHLB, the Company provides a blanket lien covering all of its residential first mortgage loans, second mortgage loans and home equity lines of credit. In addition, the Company pledges as collateral its capital stock in the FHLB and deposits with the FHLB. The Company has a line of credit with the FHLB equal to 30% of the Company’s assets, subject to the amount of collateral pledged. As of September 30, 2009, $98,157,000 in 1-4 family residential mortgage loans and $58,175,000 in home equity lines of credit were pledged under the blanket floating lien agreement which covers both short-term and long-term borrowings. Long-term borrowings consisted of the following fixed rate, long term advances as of September 30, 2009 and December 31, 2008 (in thousands):

Due by September 30	**2009 Advance Amount**	**Weighted Average Rate**	**Due by December 31**	**2008 Advance Amount**	**Weighted Average Rate**
2011	8,000	2.92	2009	$ 5,000	5.26%
2014	675	3.78	2011	8,000	2.93
	$ 8,675	2.99%	2014	787	3.78
				$ 13,787	3.82%

Note 9 – Trust Preferred Capital Notes

On April 7, 2006, AMNB Statutory Trust I, a Delaware statutory trust and a wholly owned subsidiary of the Company, issued $20,000,000 of preferred securities in a private placement pursuant to an applicable exemption from registration. The Trust Preferred Securities mature on September 30, 2036, but may be redeemed at the Company’s option beginning on September 30, 2011. The securities require quarterly distributions by the Trust to the holder of the Trust Preferred Securities at a fixed rate of 6.66%. Effective September 30, 2011, the rate will reset quarterly at the three-month LIBOR plus 1.35%. Distributions are cumulative and will accrue from the date of original issuance, but may be deferred by the Company from time to time for up to twenty consecutive quarterly periods. The Company has guaranteed the payment of all required distributions on the Trust Preferred Securities.

The proceeds of the Trust Preferred Securities received by the Trust, along with proceeds of $619,000 received by the Trust from the issuance of common securities by the Trust to the Company, were used to purchase $20,619,000 of the Company’s junior subordinated debt securities (the “Trust Preferred Capital Notes”), issued pursuant to a Junior Subordinated Indenture entered into between the Company and Wilmington Trust Company, as trustee. The proceeds of the Trust Preferred Capital Notes were used to fund the cash portion of the merger consideration to the former shareholders of Community First in connection with the Company’s acquisition of that company, and for general corporate purposes. In accordance with the accounting pronouncement, “Consolidation of Variable Interest Entities”, the Company did not eliminate through consolidation the Corporation’s $619,000 equity investment in AMNB Statutory Trust I. Instead, the Company reflected this equity investment in the “Accrued interest receivable and other assets” line item in the consolidated balance sheets.

Note 10 – Stock Based Compensation

A summary of stock option transactions for the nine months ended September 30, 2009, is as follows:

	Option Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Average Intrinsic Value ($000)
Outstanding at December 31, 2008	218,610	$ 20.31		
Granted	6,000	16.00		
Exercised	(29,299)	14.47		
Forfeited	(19,700)	19.50		
Outstanding at September 30, 2009	175,611	$ 21.23	5.5	$ 389
Exercisable at September 30, 2009	129,861	$ 22.76	4.2	$ 162

The total intrinsic value of options exercised during the nine month period ended September 30, 2009 was $93,000.

There were 59,000 options granted in the fourth quarter of 2008 and 6,000 options granted in the second quarter of 2009, which resulted in $47,000 equity related compensation expense in 2009. $142,000 remains to be expensed in future periods. There was no tax benefit associated with stock option activity during 2009 or 2008. In accordance with accounting standards "Share-Based Payment" a company may only recognize tax benefits for stock options that ordinarily will result in a tax deduction when the option is exercised ("non-statutory" options). The Company has no non-statutory stock options.

Note 11 – Earnings Per Share

The following shows the weighted average number of shares used in computing earnings per share and the effect on weighted average number of shares of potentially dilutive common stock. Potentially dilutive common stock had no effect on income available to common shareholders.

	Three Months Ended September 30,			
	2009		2008	
	Shares	Per Share Amount	Shares	Per Share Amount
Basic	6,104,505	$ .36	6,093,851	$ .36
Effect of dilutive securities - stock options	7,408	(.01)	6,238	-
Diluted	6,111,913	$ .35	6,100,089	$ .36

	Nine Months Ended September 30,			
	2009		2008	
	Shares	Per Share Amount	Shares	Per Share Amount
Basic	6,094,261	$ .76	6,099,933	$ 1.04
Effect of dilutive securities - stock options	3,960	-	10,014	-
Diluted	6,098,221	$ .76	6,109,947	$ 1.04

Stock options on common stock which were not included in computing diluted earnings per share for the nine month periods ended September 30, 2009 and 2008, because their effects were antidilutive, averaged 109,283 and 108,683, respectively.

Note 12 – Employee Benefit Plans

The following is information pertaining to the Company's non-contributory defined benefit pension plan.

Components of Net Periodic Benefit Cost (in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
Service cost	$ 184	$ 181	$ 552	$ 543
Interest cost	146	129	438	386
Expected return on plan assets	(203)	(164)	(609)	(492)
Amortization of prior service cost	-	(1)	-	(2)
Recognized net actuarial loss	111	28	333	84
Net periodic benefit cost	$ 238	$ 173	$ 714	$ 519

The Company does not anticipate making a contribution to the pension plan in 2009.

Note 13 – Segment and Related Information

In accordance with SFAS No. 131 (ASC 280), "Disclosures About Segments of an Enterprise and Related Information", reportable segments include community banking and trust and investment services.

Community banking involves making loans to and generating deposits from individuals and businesses. All assets and liabilities of the Company are allocated to community banking. Investment income from securities is also allocated to the community banking segment. Loan fee income, service charges from deposit accounts, and non-deposit fees such as automatic teller machine fees and insurance commissions generate additional income for community banking.

Trust and investment services include estate planning, trust account administration, investment management, and retail brokerage. Investment management services include purchasing equity, fixed income, and mutual fund investments for customer accounts. The trust and investment services division receives fees for investment and administrative services. Fees are also received by this division for individual retirement accounts managed for the community banking segment.

Amounts shown in the "Other" column include activities of American National Bankshares Inc. and its subsidiary, AMNB Statutory Trust I. Refer to Note 1 for additional information on the Trust. The "Other" column also includes corporate items, results of insignificant operations and, as it relates to segment profit (loss), income and expense not allocated to reportable segments. Intersegment eliminations primarily consist of American National Bankshares Inc.'s investment in American National Bank and Trust Company and related equity earnings.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies. All intersegment sales prices are market based.

Segment information as of and for the nine month periods ended September 30, 2009 and 2008, is shown in the following table.

Three Months Ended September 30, 2009

(in thousands)	Community Banking	Trust and Investment Services	Other	Intersegment Eliminations	Total
Interest income	$ 9,464	$ -	$ 58	$ (58)	$ 9,464
Interest expense	2,179	-	343	(58)	2,464
Noninterest income	1,266	837	16	-	2,119
Income (loss) before income taxes	3,008	365	(344)	-	3,029
Depreciation and amortization	398	6	1	-	405
Total assets	809,605	-	741	-	810,346
Capital expenditures	776	13	-	-	789

Three Months Ended September 30, 2008

	Community Banking	Trust and Investment Services	Other	Intersegment Eliminations	Total
Interest income	$ 10,599	$ -	$ 36	$ (36)	$ 10,599
Interest expense	3,436	-	343	(36)	3,743
Noninterest income	1,019	1,027	16	-	2,062
Income (loss) before income taxes	3,064	429	(340)	-	3,153
Depreciation and amortization	345	5	1	-	351
Total assets	799,886	-	759	-	800,645
Capital expenditures	3,486	2	-	-	3,488

Nine Months Ended September 30, 2009

	Community Banking	Trust and Investment Services	Other	Intersegment Eliminations	Total
Interest income	$ 28,804	$ -	$ 217	$ (217)	$ 28,804
Interest expense	7,669	-	1,030	(217)	8,482
Noninterest income	2,571	2,491	44	-	5,106
Income (loss) before income taxes	6,293	1,021	(1,014)	-	6,300
Depreciation and amortization	1,139	19	2	-	1,160
Total assets	809,605	-	741	-	810,346
Capital expenditures	3,117	21	-	-	3,138

Nine Months Ended September 30, 2008

	Community Banking	Trust and Investment Services	Other	Intersegment Eliminations	Total
Interest income	$ 32,647	$ -	$ 36	$ (36)	$ 32,647
Interest expense	11,342	-	1,030	(36)	12,336
Noninterest income	2,930	3,067	41	-	6,038
Income (loss) before income taxes	8,382	1,515	(1,145)	-	8,752
Depreciation and amortization	1,074	17	2	-	1,093
Total assets	799,886	-	759	-	800,645
Capital expenditures	4,483	8	-	-	4,491

Note 14 – Fair Value of Financial Instruments

The Company adopted SFAS No. 157 (ASC 820), ”Fair Value Measurements”, on January 1, 2008 to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. SFAS 157 clarifies that fair value of certain assets and liabilities is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants.

In October of 2008, the FASB issued FSP 157-3 to clarify the application of SFAS 157 in a market that is not active and to provide key considerations in determining the fair value of a financial asset when the market for that financial asset is not active. FSP 157-3 was effective upon issuance, including prior periods for which financial statements were not issued.

SFAS 157 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company’s market assumptions. The three levels of the fair value hierarchy under SFAS 157 based on these two types of inputs are as follows:

Level 1 – Valuation is based on quoted prices in active markets for identical assets and liabilities.

Level 2 – Valuation is based on observable inputs including quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets and liabilities in less active markets, and model-based valuation techniques for which significant assumptions can be derived primarily from or corroborated by observable data in the market.

Level 3 – Valuation is based on model-based techniques that use one or more significant inputs or assumptions that are unobservable in the market.

The following describes the valuation techniques used by the Company to measure certain financial assets and liabilities recorded at fair value on a recurring basis in the financial statements:

Securities available for sale: Securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted market prices, when available (Level 1). If quoted market prices are not available, fair values are measured utilizing independent valuation techniques of identical or similar securities for which significant assumptions are derived primarily from or corroborated by observable market data. Third party vendors compile prices from various sources and may determine the fair value of identical or similar securities by using pricing models that considers observable market data (Level 2). Federal Reserve Bank and Federal Home Loan Bank stocks are carried at cost since no ready market exists and there is no quoted market value. The Company is required to own stock in these companies as long as it is a member. Therefore, they have been excluded from the table below, as well as several other immaterial equity investments.

The following table presents the balances of financial assets and liabilities measured at fair value on a recurring basis as of September 30, 2009 (in thousands):

Description	Balance as of September 30, 2009	Fair Value Measurements at September 30, 2009 Using: Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Assets				
Securities available for sale	$ 177,591	$ -	$ 177,591	$ -
Mortgage loan derivative contracts	4	-	4	-

Certain financial assets are measured at fair value on a nonrecurring basis in accordance with GAAP. Adjustments to the fair value of these assets usually result from the application of lower-of-cost-or-market accounting or write-downs of individual assets.

The following describes the valuation techniques used by the Company to measure certain financial assets recorded at fair value on a non-recurring basis in the financial statements:

Loans held for sale: Loans held for sale are carried at market value. These loans currently consist of one-to-four family residential loans originated for sale in the secondary market. Fair value is based on the price secondary markets are currently offering for similar loans using observable market data which is not materially different than cost due to the short duration between origination and sale (Level 2). As such, the Company records any fair value adjustments on a nonrecurring basis. No nonrecurring fair value adjustments were recorded on loans held for sale during the year ended December 31, 2008 or the period ended September 30, 2009. Gains and losses on the sale of loans are recorded within income from mortgage banking on the Consolidated Statements of Income.

Impaired Loans: Loans are designated as impaired when, in the judgment of management based on current information and events, it is probable that all amounts due according to the contractual terms of the loan agreement will not be collected. The measurement of loss associated with impaired loans can be based on either the observable market price of the loan or the fair value of the collateral. Fair value is measured based on the value of the collateral securing the loans. Collateral may be in the form of real estate or business assets including equipment, inventory, and accounts receivable. The vast majority of the collateral is real estate. The value of real estate collateral is determined utilizing an income or market valuation approach based on an appraisal conducted by an independent, licensed appraiser, outside of the Company, using observable market data (Level 2). However, if the collateral is a house or building in the process of construction or if an appraisal of the real estate property is over two years old, then the fair value is considered Level 3. The value of business equipment is based upon an outside appraisal if deemed significant, or the net book value on the applicable business' financial statements if not considered significant using observable market data. Likewise, values for inventory and accounts receivables collateral are based on financial statement balances or aging reports (Level 3). Impaired loans allocated to the Allowance for Loan Losses are measured at fair value on a nonrecurring basis. Any fair value adjustments are recorded in the period incurred as provision for loan losses on the Consolidated Statements of Income.

Foreclosed assets. Foreclosed assets consist of assets acquired through, or in lieu of, loan foreclosure, and are held for sale and initially were recorded at fair value, less estimated costs to sell at the date of acquisition, thus establishing a new cost basis. Loan losses arising from the acquisitions of such property are charged against the allowance for loan losses at the date the property is acquired. Subsequent to acquisition, valuations are performed periodically and the assets are carried at the lower of the new cost basis or fair value. Revenues and expenses from operations and changes in any subsequent valuation allowance are included in net foreclosed assets costs and expenses.

The following table summarizes the Company's financial assets that were measured at fair value on a nonrecurring basis during the period (in thousands):

		Carrying Value at September 30, 2009		
Description	Balance as of September 30, 2009	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Assets				
Loans held for sale	$3,840	$ -	$ 3,840	$ -
Impaired loans, net of valuation allowance	1,376	-	832	544
Foreclosed assets	4,558	-	-	4,558

The fair value of a financial instrument is the current amount that would be exchanged between willing parties, other than in a forced liquidation. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. SFAS 107 (ASC 820), "Disclosures About Fair Value of Financial Instruments", excludes certain financial instruments and all non-financial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Company.

The estimated fair values of the Company's assets are as follows:

	September 30, 2009		December 31, 2008	
(in thousands)	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Financial assets:				
Cash and due from banks	$ 26,343	$ 26,343	$ 24,098	$ 24,098
Securities available for sale *	177,591	177,591	129,904	129,904
Securities held to maturity	6,540	6,831	7,121	7,391
Loans held for sale	3,840	3,840	1,764	1,764
Loans, net of allowance	530,928	538,460	563,286	575,970
Accrued interest receivable	3,644	3,644	3,110	3,110
Financial liabilities:				
Deposits	$ 596,295	$ 599,095	$ 589,138	$ 591,159
Repurchase agreements	71,399	71,399	51,741	51,741
Other borrowings	12,675	12,654	21,637	21,630
Trust preferred capital notes	20,619	20,641	20,619	18,258
Accrued interest payable	929	929	1,272	1,272

* - Excludes restricted stock

The following methods and assumptions were used by the Company in estimating fair value disclosures for financial instruments:

Cash and cash equivalents. The carrying amount is a reasonable estimate of fair value.

Securities. Fair values are based on quoted market prices or dealer quotes. The carrying value of restricted stock approximates fair value.

Loans held for sale. The carrying amount is a reasonable estimate of fair value.

Loans. For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. Fair values for fixed-rate loans are estimated based upon discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Fair values for nonperforming loans are estimated using discounted cash flow analyses or underlying collateral values, where applicable.

Accrued interest receivable. The carrying amount is a reasonable estimate of fair value.

Deposits. The fair value of demand deposits, savings deposits, and money market deposits equals the carrying value. The fair value of fixed-rate certificates of deposit is estimated by discounting the future cash flows using the current rates at which similar deposit instruments would be offered to depositors for the same remaining maturities.

Repurchase agreements. The carrying amount is a reasonable estimate of fair value.

Other borrowings. The fair values of long-term borrowings are estimated using discounted cash flow analyses based on the interest rates for similar types of borrowing arrangements.

Trust preferred capital notes. Fair value is calculated by discounting the future cash flows using the estimated current interest rates at which similar securities would be issued.

Accrued interest payable. The carrying amount is a reasonable estimate of fair value.

Off-balance sheet instruments. The fair value of letters of credit is based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date. At September 30, 2009 and December 31, 2008, the fair value of off balance sheet instruments was deemed immaterial, and therefore was not included in the table above.

The Company assumes interest rate risk (the risk that interest rates will change) in its normal operations. As a result, the fair values of the Company’s financial instruments will change when interest rates change and that change may be either favorable or unfavorable to the Company.

Note 15 – Supplemental Cash Flow Information

(in thousands)	Nine Months Ended September 30, 2009	2008
Supplemental Schedule of Cash and Cash Equivalents:		
Cash and due from banks	$ 17,451	$ 25,136
Interest-bearing deposits in other banks	8,892	8,050
	$ 26,343	$ 33,186
Supplemental Disclosure of Cash Flow Information:		
Cash paid for:		
Interest on deposits and borrowed funds	$ 8,825	$ 12,780
Income taxes	1,615	2,269
Noncash investing and financing activities:		
Transfer of loans to other real estate owned	1,786	353
Unrealized gain (loss) on securities available for sale	2,801	(402)

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The purpose of this discussion is to focus on important factors affecting the financial condition and results of operations of the Company. The discussion and analysis should be read in conjunction with the Consolidated Financial Statements.

Forward-Looking Statements

This report contains forward-looking statements with respect to the financial condition, results of operations and business of American National Bankshares Inc. and its wholly owned subsidiary, American National Bank and Trust Company (the "Bank") (collectively referred to as the "Company"). These forward-looking statements involve risks and uncertainties and are based on the beliefs and assumptions of management of the Company and on information available to management at the time these statements and disclosures were prepared. Forward-looking statements are subject to numerous assumptions, estimates, risks, and uncertainties that could cause actual conditions, events, or results to differ materially fro those stated or implied by such forward-looking statements.

A variety of factors may affect the operations, performance, business strategy, and results of the Company. Those factors include but are not limited to the following:

- Financial market volatility, including the level of interest rates, could affect the values of financial instruments and the amount of net interest income earned;
- General economic or business conditions, either nationally or in the market areas in which the Company does business, may be less favorable than expected, resulting in deteriorating credit quality, reduced demand for credit, or a weakened ability to generate deposits;
- Competition among financial institutions may increase and competitors may have greater financial resources and develop products and technology that enable those competitors to compete more successfully than the Company;
- Businesses that the Company is engaged in may be adversely affected by legislative or regulatory changes, including changes in accounting standards;
- The ability to retain key personnel; and
- The failure of assumptions underlying the allowance for loan losses.

Reclassification

In certain circumstances, reclassifications have been made to prior period information to conform to the 2009 presentation.

Critical Accounting Policies

The accounting and reporting policies followed by the Company conform with U.S. generally accepted accounting principles ("GAAP") and they conform to general practices within the banking industry. The Company's critical accounting policies, which are summarized below, relate to (1) the allowance for loan losses and (2) goodwill impairment. A summary of the Company's significant accounting policies is set forth in Note 1 to the Consolidated Financial Statements in the Company's 2008 Annual Report on Form 10-K.

The financial information contained within the Company's financial statements is, to a significant extent, financial information that is based on measures of the financial effects of transactions and events that have already occurred. A variety of factors could affect the ultimate value that is obtained when earning income, recognizing an expense, recovering an asset, or relieving a liability. In addition, GAAP itself may change from one previously acceptable method to another method.

Allowance for Loan Losses and Reserve for Unfunded Loan Commitments

The allowance for loan losses is an estimate of the losses inherent in the loan portfolio at the balance sheet date. The allowance is based on two basic principles of accounting: (i) Statement of Financial Accounting Standards ("SFAS") No. 5 (ASC 450), *Accounting for Contingencies*, which requires that losses be accrued when they are probable of occurring and estimable and (ii) SFAS No. 114 (ASC 310), *Accounting by Creditors for Impairment of a Loan*, which requires that losses on impaired loans be accrued based on the differences between the value of collateral, present value of future cash flows, or values observable in the secondary market, and the loan balance.

The Company's allowance for loan losses has three basic components: the formula allowance, the specific allowance and the unallocated allowance. Each of these components is determined based upon estimates that can and do change. The formula allowance uses a historical loss view as an indicator of future losses along with various qualitative factors, including levels and trends in delinquencies, nonaccrual loans, charge-offs and recoveries; trends in volume and terms of loans; effects of changes in underwriting standards; experience of lending staff and economic conditions; and portfolio concentrations. In the formula allowance, the historical loss rate is combined with the qualitative factors, resulting in an adjusted loss factor for each risk-grade category of loans. The adjusted loss factor is multiplied by the period-end balances for each risk-grade category. The formula allowance is calculated for a range of outcomes. The specific allowance uses various techniques to arrive at an estimate of loss for specifically identified impaired loans. The unallocated allowance includes estimated losses whose impact on the portfolio has yet to be recognized in either the formula or specific allowance. The use of these values is inherently subjective and actual losses could be greater or less than the estimates.

The reserve for unfunded loan commitments is an estimate of the losses inherent in off-balance-sheet loan commitments at the balance sheet date. It is calculated by multiplying an estimated loss factor by an estimated probability of funding, and then by the period-end amounts for unfunded commitments. The reserve for unfunded loan commitments is included in other liabilities.

Goodwill Impairment

The Company tests goodwill on an annual basis or more frequently if events or circumstances indicate that there may have been impairment. If the carrying amount of goodwill exceeds its implied fair value, the Company would recognize an impairment loss in an amount equal to that excess. The goodwill impairment test requires management to make judgments in determining the assumptions used in the calculations. The goodwill impairment testing conducted by the Company in 2009 indicated that goodwill is not impaired and is properly recorded in the financial statements. No events or circumstances since December 31, 2008 have occurred that would question the impairment of goodwill.

Non-GAAP Presentations

The analysis of net interest income in this document is performed on a taxable equivalent basis to facilitate performance comparisons among various taxable and tax-exempt assets.

Internet Access to Corporate Documents

The Company provides access to its Securities and Exchange Commission ("SEC") filings through a link on the Investors Relations page of the Company's web site at www.amnb.com. Reports available include the annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after the reports are filed electronically with the SEC. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at www.sec.gov.

RESULTS OF OPERATIONS

Earnings Performance

Three months ended September 30, 2009 and 2008

For the quarter ended September 30, 2009, the Company reported net income of $2,167,000 compared to $2,224,000 for the comparable quarter in 2008. The $57,000 decline in earnings was primarily due to the $212,000 increase in provision expense, a $156,000 increase in FDIC expense, and decreases in various noninterest income categories.

SUMMARY INCOME STATEMENT
(dollars in thousands)

	Three months ended September 30, 2009	2008	$ change	% change
Interest income	$ 9,464	$ 10,599	$ (1,135)	-10.7%
Interest expense	(2,464)	(3,743)	1,279	-34.2%
Net interest income	7,000	6,856	144	2.1%
Provision for loan losses	(492)	(280)	(212)	75.7%
Noninterest income	2,119	2,062	57	2.8%
Noninterest expense	(5,598)	(5,485)	(113)	2.1%
Income tax expense	(862)	(929)	67	-7.2%
Net income	$ 2,167	$ 2,224	$ (57)	-2.6%

Nine months ended September 30, 2009 and 2008

For the nine month period ended September 30, 2009 the Company reported net income of $4,641,000 compared to $6,338,000 for the comparable period in 2008. The $1,697,000 decline in earnings was primarily due to the $896,000 increase in FDIC assessments and a $1,200,000 write-down in the first quarter of other real estate owned, reflected in the change to noninterest income.

SUMMARY INCOME STATEMENT
(dollars in thousands)

	Nine months ended September 30, 2009	2008	$ change	% change
Interest income	$ 28,804	$ 32,647	$ (3,843)	-11.8%
Interest expense	(8,482)	(12,336)	3,854	-31.2%
Net interest income	20,322	20,311	11	0.1%
Provision for loan losses	(1,334)	(1,020)	(314)	30.8%
Noninterest income	5,106	6,038	(932)	-15.4%
Noninterest expense	(17,794)	(16,577)	(1,217)	7.3%
Income tax expense	(1,659)	(2,414)	755	-31.3%
Net income	$ 4,641	$ 6,338	$ (1,697)	-26.8%

Net Interest Income

Net interest income is the difference between interest income on earning assets, primarily loans and securities, and interest expense on interest bearing liabilities, primarily deposits and other funding sources. Fluctuations in interest rates as well as volume and mix changes in earning assets and interest bearing liabilities can materially impact net interest income. The following discussion of net interest income is presented on a taxable equivalent basis to facilitate performance comparisons among various taxable and tax-exempt assets, such as certain state and municipal securities. A tax rate of 35% was used in adjusting interest on tax-exempt assets to a fully taxable equivalent basis. Net interest income divided by average earning assets is referred to as the net interest margin. The net interest spread represents the difference between the average rate earned on earning assets and the average rate paid on interest bearing liabilities.

Since September 2007, the Federal Open Market Committee of the Federal Reserve Board has reduced the federal funds rate ten times by a total of 5.00%. Because of this historically low interest rate environment and because most of the Company's interest bearing assets and interest paying liabilities are relatively short-term in nature, the yields and costs discussed in the following pages have, in general, fallen during the reported periods.

Three months ended September 30, 2009 and 2008

Net interest income on a taxable equivalent basis increased $180,000, or 2.6%, for the third quarter of 2009 compared to the 2008 quarter. This increase was due primarily to changes in volumes of earning assets, as indicated by the Rate/Volume Analysis shown later in this section.

The Company's yield on earnings assets was 5.24% compared to 5.97% for the prior year quarter. The cost of interest bearing liabilities was 1.65% compared to 2.57%. These rates resulted in an interest rate spread of 3.59% compared to 3.40%. The Company's net interest margin, on a fully taxable equivalent basis, was 3.91% during the third quarter of 2009, compared to 3.90% during the 2008 quarter. Yields and rates generally fell between periods, but most of the improvement in spread and margin was related to reductions in liability pricing.

The following presentation is an analysis of net interest income and related yields and rates, on a taxable equivalent basis, for the three months ended September 30, 2009 and 2008. Nonaccrual loans are included in average balances. Interest income on nonaccrual loans, if recognized, is recorded on a cash basis or when the loan returns to accrual status.

Net Interest Income Analysis
For the Three Months Ended September 30, 2009 and 2008
(in thousands, except rates)

	Average Balance		Interest Income/Expense		Yield/Rate	
	2009	2008	2009	2008	2009	2008
Loans:						
Commercial	$ 85,894	$ 94,575	$ 1,027	$ 1,423	4.78%	6.02%
Real estate	460,253	471,162	6,508	7,323	5.66	6.22
Consumer	7,468	8,445	158	192	8.46	9.09
Total loans	553,615	574,182	7,693	8,938	5.56	6.23
Securities:						
Federal agencies and GSE	56,706	43,543	538	534	3.80	4.91
Mortgage-backed & CMO's	37,609	48,000	506	607	5.38	5.06
State and municipal	56,665	44,104	798	602	5.63	5.46
Other	8,334	6,050	80	54	3.84	3.57
Total securities	159,314	141,697	1,922	1,797	4.83	5.07
Deposits in other banks	28,265	8,489	96	75	1.36	3.53
Total interest-earning assets	741,194	724,368	9,711	10,810	5.24	5.97
Non-earning assets	68,870	62,436				
Total assets	$ 810,064	$ 786,804				
Deposits:						
Demand	$ 94,869	$ 110,230	31	215	0.13	0.78
Money market	76,416	54,642	107	246	0.56	1.80
Savings	62,985	60,499	38	76	0.24	0.50
Time	269,523	254,762	1,745	2,308	2.59	3.62
Total deposits	503,793	480,133	1,921	2,845	1.53	2.37
Customer repurchase agreements	65,341	51,038	134	313	0.82	2.45
Other short-term borrowings	460	17,589	1	116	0.87	2.64
Long-term borrowings	29,325	34,474	408	469	5.57	5.44
Total interest-bearing liabilities	598,919	583,234	2,464	3,743	1.65	2.57
Noninterest bearing demand deposits	102,341	97,130				
Other liabilities	5,393	4,388				
Shareholders' equity	103,411	102,052				
Total liabilities and shareholders' equity	$ 810,064	$ 786,804				
Interest rate spread					3.59%	3.40%
Net interest margin					3.91%	3.90%
Net interest income (taxable equivalent basis)			7,247	7,067		
Less: Taxable equivalent adjustment			247	211		
Net interest income			$ 7,000	$ 6,856		

Changes in Net Interest Income (Rate/Volume Analysis)
(in thousands)

	Three months ended September 30 2009 vs. 2008		
	Interest Increase	Change Attributable to	
Interest income	(Decrease)	Rate	Volume
Loans:			
Commercial	$ (396)	$ (274)	$ (122)
Real estate	(815)	(551)	(264)
Consumer	(34)	(13)	(21)
Total loans	(1,245)	(838)	(407)
Securities:			
Federal agencies & GSE	4	(137)	141
Mortgage-backed & CMO's	(101)	37	(138)
State and municipal	196	20	176
Other securities	26	4	22
Total securities	125	(76)	201
Deposits in other banks	21	(69)	90
Total interest income	(1,099)	(983)	(116)
Interest expense			
Deposits:			
Demand	(184)	(158)	(26)
Money market	(139)	(212)	73
Savings	(38)	(41)	3
Time	(563)	(690)	127
Total deposits	(924)	(1,101)	177
Customer repurchase agreements	(179)	(249)	70
Borrowings	(176)	(37)	(139)
Total interest expense	(1,279)	(1,387)	108
Net interest income	$ 180	$ 404	$ (224)

Nine months ended September 30, 2009 and 2008

Net interest income on a taxable equivalent basis increased $38,000 or 0.2% for the nine months ended September 30, 2009 compared to the 2008 period. This slight increase was due mostly to changes in rates that only slightly offset decreases due to changes in volumes of earnings assets, as indicated by the Rate/Volume Analysis shown later in this section.

The Company’s yield on earnings assets was 5.31% compared to 6.15% for the prior year period. The cost of interest bearing liabilities was 1.88% compared to 2.84%. These rates resulted in an interest rate spread of 3.43% compared to 3.31%. The net interest margin, on a fully taxable equivalent basis, was 3.79% for the nine month period ended September 30, 2009 compared to 3.87% for the 2008 period, an eight basis point decline. Yields and rates generally fell between periods, but the decline in margin was mitigated by improvements in liability pricing.

The following presentation is an analysis of net interest income and related yields and rates, on a taxable equivalent basis, for the nine-month period ended September 30, 2009 and 2008. Nonaccrual loans are included in average balances. Interest income on nonaccrual loans, if recognized, is recorded on a cash basis or when the loan returns to accrual status.

Net Interest Income Analysis
For the Nine Months Ended September 30, 2009 and 2008
(in thousands, except rates)

	Average Balance		Interest Income/Expense		Yield/Rate	
	2009	2008	2009	2008	2009	2008
Loans:						
Commercial	$ 91,193	$ 90,301	$ 3,227	$ 4,219	4.72%	6.23%
Real estate	466,787	466,346	19,956	22,580	5.70	6.46
Consumer	7,746	8,956	511	606	8.80	9.02
Total loans	565,726	565,603	23,694	27,405	5.58	6.46
Securities:						
Federal agencies and GSE	49,606	46,428	1,584	1,682	4.26	4.83
Mortgage-backed & CMO's	41,158	48,588	1,618	1,852	5.24	5.08
State and municipal	50,439	46,376	2,133	1,910	5.64	5.49
Other	7,212	6,471	185	243	3.42	5.01
Total securities	148,415	147,863	5,520	5,687	4.96	5.13
Deposits in other banks	26,258	9,153	287	225	1.46	3.28
Total interest-earning assets	740,399	722,619	29,501	33,317	5.31	6.15
Non-earning assets	68,362	62,753				
Total assets	$ 808,761	$ 785,372				
Deposits:						
Demand	$ 99,860	$ 108,463	263	600	0.35	0.74
Money market	73,112	52,365	453	779	0.83	1.98
Savings	62,284	62,107	115	276	0.25	0.59
Time	274,214	257,871	5,797	7,888	2.82	4.08
Total deposits	509,470	480,806	6,628	9,543	1.73	2.65
Customer repurchase agreements	60,790	53,069	543	1,103	1.19	2.77
Other short-term borrowings	1,355	11,808	5	237	0.49	2.68
Long-term borrowings	31,376	34,195	1,306	1,453	5.55	5.67
Total interest-bearing liabilites	602,991	579,878	8,482	12,336	1.88	2.84
Noninterest bearing demand deposits	97,970	98,116				
Other liabilities	4,740	5,088				
Shareholders' equity	103,060	102,290				
Total liabilities and shareholders' equity	$ 808,761	$ 785,372				
Interest rate spread					3.43%	3.31%
Net interest margin					3.79%	3.87%
Net interest income (taxable equivalent basis)			21,019	20,981		
Less: Taxable equivalent adjustment			697	670		
Net interest income			$ 20,322	$ 20,311		

Changes in Net Interest Income (Rate/Volume Analysis)
(in thousands)

	Nine months ended September 30 2009 vs. 2008		
	Interest Increase	Change Attributable to	
Interest income	(Decrease)	Rate	Volume
Loans:			
Commercial	$ (992)	$ (1,033)	$ 41
Real estate	(2,624)	(2,645)	21
Consumer	(95)	(15)	(80)
Total loans	(3,711)	(3,693)	(18)
Securities:			
Federal agencies & GSE	(98)	(208)	110
Mortgage-backed & CMO's	(234)	57	(291)
State and municipal	223	52	171
Other securities	(58)	(83)	25
Total securities	(167)	(182)	15
Deposits in other banks	62	(178)	240
Total interest income	(3,816)	(4,053)	237
Interest expense			
Deposits:			
Demand	(337)	(293)	(44)
Money market	(326)	(562)	236
Savings	(161)	(162)	1
Time	(2,091)	(2,565)	474
Total deposits	(2,915)	(3,582)	667
Customer repurchase agreements	(560)	(702)	142
Borrowings	(379)	(140)	(239)
Total interest expense	(3,854)	(4,424)	570
Net interest income	$ 38	$ 371	$ (333)

Noninterest Income

Noninterest income increased to $2,119,000 in the third quarter of 2009 from $2,062,000 in the third quarter of 2008, a $57,000 or 2.8% increase. The major drivers in this increase were a $123,000 increase in mortgage banking income in the 2009 quarter and $87,000 in securities losses in the 2008 quarter.

Fees from the management of trusts, estates, and asset management accounts decreased to $813,000 in the third quarter of 2009 from $901,000 in the third quarter of 2008, an $88,000 or 9.8% decline. Volatility in the financial markets negatively impacted account asset values, which more than offset the income from new account activity. A substantial portion of Trust fees is earned based on account market values.

Service charges on deposit accounts decreased to $536,000 in the third quarter of 2009 from $603,000 in the third quarter of 2008, a $67,000 or 11.1% decline. This reduction was primarily the result of a decrease in customer overdraft activity.

Other fees and commissions increased $257,000 in third quarter of 2009 from $193,000 in the third quarter of 2008, an increase of $64,000 or 33.2% due primarily to increases VISA check card income.

Mortgage banking income increased to $361,000 in the third quarter of 2009 from $238,000 in the third quarter of 2008, an increase of $123,000 or 51.7%. This improvement reflects the impact of historically low mortgage rates and increased refinancing demand. Demand for mortgage refinancing exceeded management's expectations during the quarter.

Brokerage fees decreased to $23,000 in the third quarter of 2009 from $126,000 for the third quarter in 2008, a $103,000 or 81.7% decline. The reduction was due to a decline in retail investment activity and personnel turnover.

Noninterest income decreased to $5,106,000 in the nine months ended September 30, 2009 from $6,038,000 for the same period in 2008, a $932,000 or 15.4% decline. The major factors impacting earnings for the nine month period included all the items noted above, a $1,200,000 write-down of other real estate owned in 2009, and $255,000 in securities related losses recognized in the 2008 period.

Noninterest Expense

Noninterest expense was $5,598,000 for the third quarter of 2009 compared to $5,485,000 for the third quarter in 2008, an increase of $113,000 or 2.1%.

Salaries were $2,471,000 for the third quarter of 2009 compared to $2,466,000 for the third quarter of 2008, a $5,000 or 0.2% increase, virtually unchanged. Late in the second quarter 2009 management reduced the number of full time equivalent employees in the Bank by 14, over 5% of the workforce. This was accomplished through a combination of retirements, unfilled vacancies, and a small number of layoffs. Management incurred $100,000 in one time costs during the second quarter related to the reduction, but anticipates future annualized savings of approximately $700,000. The savings are beginning to manifest during the third quarter 2009.

Employee benefits were $806,000 for the third quarter of 2009 compared to $688,000 for the third quarter of 2008, an $118,000 or 17.2% increase, due primarily to increases in insurance, pension and other benefit related expenses. In October 2009 the Board of Directors approved converting the Bank's defined benefit pension plan to a cash balance plan, effective December 31, 2009. Income will be allocated each year to the participants based on the 10-year Treasury yield from the prior December. Management anticipates that this action will significantly reduce the financial risk and volatility inherent in this type of benefit.

FDIC insurance assessment was $203,000 for the third quarter of 2009 compared to $47,000 for the third quarter of 2008, a $156,000 or 331.9% increase. This increase resulted from the combination of industry wide premium increases and the final use of premium credits during the 2008 period. Management had anticipated a second special FDIC assessment during the quarter comparable to the $360,000 incurred in the second quarter. However, on September 29, 2009, the FDIC adopted a Notice of Proposed Rulemaking (NPR) that would require insured institutions to prepay their estimated quarterly risk-based assessment for the fourth quarter of 2009 and for all of 2010, 2011 and 2012. If approved by the FDIC, the payment is expected to be made in late fourth quarter of 2009 and is estimated to be $2.9 million for the Bank. It will be expensed over the three year period with quarterly adjustments based on actual deposits.

Noninterest expense was $17,794,000 for the nine months ended September 30, 2009 compared to $16,577,000 for the same period of 2008, an increase of $1,217,000 or 7.3%. Expenses for the period were impacted by the same factors noted above: however, the total FDIC expense increase accounted for $896,000 or 73.6% of the total increase.

Income Taxes

The effective tax rate for the third quarter of 2009 was 28.5% compared to 29.5% for the same quarter of 2008.

The effective tax rate for the nine months ended September 30, 2009 was 26.3% compared to 27.6% for the same period of 2008.

The effective tax rate is lower than the statutory rate primarily due to income that is not taxable for Federal income tax purposes. The primary non-taxable income is that of state and municipal securities and industrial revenue bonds or loans.

Impact of Inflation and Changing Prices

The majority of assets and liabilities of a financial institution are monetary in nature and therefore differ greatly from most commercial and industrial companies that have significant investments in fixed assets or inventories. The most significant effect of inflation is on noninterest expense, which tends to rise during periods of inflation. Changes in interest rates have a greater impact on a financial institution's profitability than do the effects of higher costs for goods and services. Through its balance sheet management practices, the Company has the ability to react to those changes and measure and monitor its interest rate and liquidity risk.

CHANGES IN FINANCIAL POSITION

BALANCE SHEET ANALYSIS

Securities

The securities portfolio generates income, plays a major role in the management of interest rate sensitivity, provides a source of liquidity, is used to meet collateral requirements for public deposits, and facilitates commercial customers' repurchase agreements. The portfolio consists primarily of high quality, investment-grade securities. Federal agency and U. S. government sponsored enterprises, mortgage-backed securities, and state and municipal securities comprise the majority of the portfolio.

The available for sale securities portfolio was $181,953,000 at September 30, 2009 compared to $133,695,000 at December 31, 2008, a $48,258,000 or 36.1% increase. The held to maturity securities portfolio decreased to $6,540,000 at September 30, 2009 from $7,121,000 at December 31, 2008, a $581,000 or 8.2% decline.

At September 30, 2009, the available for sale portfolio had an estimated fair value of $181,953,000 and an amortized cost of $176,037,000, resulting in a net unrealized gain of $5,916,000. At the same dates, the held to maturity portfolio had an estimated fair value of $6,831,000 and an amortized cost of $6,540,000, resulting in a net unrealized gain of $291,000.

At September 30, 2009, mortgage-backed securities consist principally of obligations of U.S. Government sponsored enterprises. CMOs (collateralized mortgage obligations) issued by non-U.S. Government sponsored enterprises, as of September 30, 2009, had an amortized cost of $2,562,000 and an estimated fair value of $2,332,000; resulting in an estimated net unrealized loss of $230,000.

The current economic circumstances on a local, regional and national level have resulted in a significant slowdown in business activity. This slowdown has manifested itself on the Company's balance sheet with a moderate reduction in the size of our loan portfolio, a slight increase in total deposits and a substantial increase in our investment portfolio. The Company is cognizant of the historically low interest rate environment and has elected to maintain an investment strategy of purchasing high quality securities of relatively short durations.

Loans

The loan portfolio consists primarily of commercial and residential real estate loans, commercial loans, construction and land development loans, and home equity loans. Loans were $539,188,000 at September 30, 2009 compared to $571,110,000 at December 31, 2008, a $31,922,000 or 5.6% decrease. Management considers the decline in the loan portfolio primarily the result of the current economic climate and the overall slowdown in business activity and, secondarily, the Company's deliberate decision to maintain a conservative risk profile in consideration of long term asset quality.

Allowance for Loan Losses, Asset Quality, and Credit Risk Management

The allowance for loan losses was $8,260,000 at September 30, 2009 compared to $7,824,000 at December 31, 2008. The allowance was 1.53% of loans at the end of the third quarter 2009 compared to 1.37% at year-end. Management considers the increase in the allowance appropriate because of continuing deterioration and negative trends in the economy, including unemployment, delinquency and foreclosure rates nationally and in Virginia and North Carolina. Bank management is aware of the possible financial impact of extended economic distress in our marketplace and has incorporated that into its qualitative assessment of the allowance for loan loss.

Annualized net charge-offs represented 0.12% of total loans during the third quarter of 2009. Year to date net charge-offs represented 0.21% of total loans.

Nonperforming loans include loans on which interest is no longer accrued, accruing loans that are contractually past due 90 days or more as to principal and interest payments, and any loans classified as troubled debt restructurings. Nonperforming assets include nonperforming loans and foreclosed real estate. Nonperforming loans represented 0.58% and 0.50% of total loans, respectively, at September 30, 2009 and December 31, 2008. There were no troubled debt restructurings at September 30, 2009 or December 31, 2008.

The following table summarizes nonperforming assets (in thousands):

	September 30, 2009	December 31, 2008
Loans 90 days or more past due	$ -	$ -
Nonaccrual loans	3,106	2,845
Nonperforming loans	3,106	2,845
Foreclosed real estate	4,558	4,311
Nonperforming assets	$ 7,664	$ 7,156

Premises and equipment

Premises and equipment were $19,390,000 at September 30, 2009 compared to $17,129,000, a $1,783,000 or 13.2% increase. Most of this increase was related to changes in the Bank's branch structure, most notably the recent completion of a $2.8 million branch in Martinsville, Virginia, which opened in July 2009. The Company is actively seeking to provide better customer service through its branch system in a cost effective and efficient manner. Earlier this year the Bank closed two Danville branches in close proximity to each other. Their operations were consolidated into a new, larger facility, with extended hours, at Piedmont Drive in Danville. In April, the Bank relocated the Smith Mountain Lake branch to a better facility in order to provide services not previously available to customers in that market. The South Main branch in Danville was closed in October. All of these changes were part of a concerted strategy to improve customer service in a cost effective and efficient manner.

Deposits

The Company’s deposits consist primarily of checking, money market, savings, and consumer time deposits. Total deposits were $596,295,000 at September 30, 2009 compared to $589,138,000 at December 31, 2008, a $7,157,000 or 1.2% increase. Core deposit growth continues to be an ongoing strategic goal and challenge for the Bank and the community banking industry in general. The Bank has a practice of maintaining only limited reliance on wholesale funding sources. During the 2009 quarter the Bank reduced its brokered deposits from $15 million to $5.7 million.

Shareholders’ Equity

The Company’s capital management strategy is to be classified as “well capitalized” under regulatory capital ratios and provide as high as possible total return to our shareholders.

Shareholders’ equity increased slightly to $104,905,000 at September 30, 2009 from $102,300,000 at December 31, 2008.

The Company paid cash dividends of $0.69 per share during 2009 while the aggregate basic and diluted earnings per share during the first nine months were $0.76 per share. The Company’s current capital position provided the Board of Directors with the strategic flexibility to temporarily pay a cash dividend relatively high relative to current earnings.

Banking regulators have defined minimum regulatory capital ratios that the Company and its banking subsidiary are required to maintain. These ratios take into account risk factors identified by those regulatory authorities associated with the assets and off-balance sheet activities of financial institutions. The guidelines require percentages, or “risk weights,” be applied to those assets and off-balance sheet assets in relation to their perceived risk. Under the guidelines, capital strength is measured in two tiers. Tier I capital consists primarily of shareholders’ equity (net of intangible assets and other comprehensive income) and trust preferred capital notes, while Tier II capital consists of qualifying allowance for loan losses. “Total” capital is the combination of Tier I and Tier II capital. Another regulatory indicator of capital adequacy is the leverage ratio, which is computed by dividing Tier I capital by average quarterly assets less intangible assets.

The regulatory guidelines require that minimum total capital (Tier I plus Tier II) of 8% be held against total risk-adjusted assets, at least half of which (4%) must be Tier I capital. At September 30, 2009, the Company's Tier I and total capital ratios were 17.16% and 18.41%, respectively. At December 31, 2008, these ratios were 16.67% and 17.92%, respectively. The ratios for both periods were in excess of the regulatory requirements. The Company's leverage ratio was 12.76% and 13.04% at September 30, 2009 and December 31, 2008, respectively. The leverage ratio has a regulatory minimum of 4%, with most institutions required to maintain a ratio of 4-5%, depending upon risk profiles and other factors.

As mandated by bank regulations, the following five capital categories are identified for insured depository institutions: "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized," and "critically undercapitalized." These regulations require the federal banking regulators to take prompt corrective action with respect to insured depository institutions that do not meet minimum capital requirements. Under the regulations, well capitalized institutions must have Tier I risk-based capital ratios of at least 6%, total risk-based capital ratios of at least 10%, and leverage ratios of at least 5%, and not be subject to capital directive orders. Management believes, as of September 30, 2009, that the Company met the requirements to be considered well capitalized.

Russell 2000

American National Bankshares Inc. (NASDAQ: AMNB) was added to the Russell 3000 Index and the Russell 2000 Index on June 29, 2009 when Russell Investments reconstituted its comprehensive set of U. S. and Global equity indexes. The Russell indexes are widely used by investment managers as index funds and performance benchmarks for investment strategies. The indexes are reconstituted annually in late May and are comprised of the 3,000 largest U. S. stocks by market capitalization. The largest 1,000 companies comprise the Russell 1000 and the next 2,000 companies comprise the Russell 2000. The Index is reconstituted on an annual basis.

Subsequent Events

In October 2009 the Bank awarded a contract for construction of a new branch building in South Boston, Virginia. The building will be located on a one acre site on U.S. Highway 129. The building will be one story and approximately 5,400 square feet. The cost of the building is expected to be $1.3 million and the overall cost of the project, not including currently owned land, is expected to be $1.8 million. Completion is expected in the third quarter 2010.

Off-Balance-Sheet Activities

The Company enters into certain financial transactions in the ordinary course of business that result in off-balance sheet commitments. Other than AMNB Statutory Trust I, formed in 2006 to issue the Trust Preferred Securities, the Company does not have any off-balance sheet subsidiaries. Off-balance sheet commitments were as follows (in thousands):

	September 30, 2009	December 31, 2008
Commitments to extend credit	$ 133,070	$ 146,399
Standby letters of credit	2,473	2,858
Mortgage loan rate-lock commitments	5,375	2,031

Commitments to extend credit to customers represent legally binding agreements with fixed expiration dates or other termination clauses. Since many of the commitments are expected to expire without being funded, the total commitment amounts do not necessarily represent future funding requirements. Standby letters of credit are conditional commitments issued by the Company guaranteeing the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risk Management

Effectively managing market risk is essential to achieving the Company's financial objectives. Market risk reflects the risk of economic loss resulting from changes in interest rates and market prices. The Company is not subject to currency exchange risk or commodity price risk. The Company's primary market risk exposure is interest rate risk; however, market risk also includes liquidity risk. Both are discussed below.

Interest Rate Risk Management

Interest rate risk and its impact on net interest income is a primary market risk exposure. The Company manages its exposure to fluctuations in interest rates through policies approved by its Asset/Liability Management Committee ("ALCO") and the Board of Directors, both of which receives and review periodic reports of the Company's interest rate risk position.

The Company uses simulation analysis to measure the sensitivity of projected earnings to changes in interest rates. Simulation takes into account current balance sheet volumes and the scheduled repricing dates and maturities of assets and liabilities. It incorporates numerous assumptions including growth, changes in the mix of assets and liabilities, prepayments, and average rates earned and paid. Based on this information, management uses the model to project net interest income under multiple interest rate scenarios.

A balance sheet is considered asset sensitive when its earning assets (loans and securities) reprice faster than its liabilities (deposits and borrowings). An asset sensitive balance sheet will produce more net interest income when interest rates rise and less net interest income when they decline. Based on the Company's simulation analysis, management believes the Company's interest sensitivity position is asset sensitive.

The most recent simulation projection for the Company shows that a 1% shocked, i.e. sudden, increase in market rates will result in an annualized increase in net interest income of 5.2%. The Company does not consider a decline in market rates as probable in the current economic situation.

Liquidity Risk Management

Liquidity is the ability of the Company to convert assets into cash or cash equivalents without significant loss and to raise additional funds by increasing liabilities. Liquidity management involves maintaining the Company's ability to meet the daily cash flow requirements of its customers, whether they are borrowers requiring funds to meet their credit needs or depositors desiring to withdraw funds. Additionally, the parent company requires cash for various operating needs including, but not limited to, dividends to shareholders, the servicing of debt, and the payment of general corporate expenses. The Company manages its exposure to fluctuations in interest rates through policies approved by the ALCO and the Board of Directors, both of which receive periodic reports of the Company's interest rate risk position. The Company uses a simulation and budget model to manage the future liquidity needs of the Company.

Liquidity sources include cash and amounts due from banks, deposits in other banks, loan repayments, increases in deposits, lines of credit from the Federal Home Loan Bank of Atlanta ("FHLB") and the Federal Reserve Bank's discount window, federal funds lines of credit from two correspondent banks, and maturities and sales of securities. Management believes that these sources provide sufficient and readily available liquidity.

The Company has a line of credit with the FHLB equal to 30% of the Company's assets, subject to the amount of collateral pledged. Under the terms of its collateral agreement with the FHLB, the Company provides a blanket lien covering all of its residential first mortgage loans and home equity lines of credit. In addition, the Company pledges as collateral its capital stock in and deposits with the FHLB. At September 30, 2009, FHLB borrowings were $12,675,000, consisting of $4,000,000 in floating-rate, overnight borrowings and $8,675,000 in fixed-rate, long-term advances. FHLB borrowings were $21,637,000 at December 31, 2008, consisting of $7,850,000 in floating-rate, overnight borrowings and $13,787,000 in fixed-rate, long-term advances.

The Company had fixed-rate term borrowing contracts with the FHLB as of September 30, 2009, with the following final maturities (in thousands):

Amount	Expiration Date
$ 4,000,000	March 2011
4,000,000	April 2011
675,000	March 2014
$ 8,675,000	

The Company has federal funds lines of credit established with two other banks in the amounts of $15,000,000 and $10,000,000, and has access to the Federal Reserve Bank's discount window. There were no amounts outstanding under these facilities at September 30, 2009. The Company also has significant access to the brokered market for time deposits. At September 30, 2009 only $5.7 million was outstanding in this category.

There have been no material changes to market risk as disclosed in the Company's 2008 Annual Report on Form 10-K. Refer to those disclosures for further information.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company's management, including the Chief Executive Officer and Chief Financial Officer, evaluated the Company's disclosure controls and procedures as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of September 30, 2009. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms. There were no significant changes in the Company's internal controls over financial reporting that occurred during the quarter ended September 30, 2009 that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

Table of Contents

Part II Other Information

Item:

1. Legal Proceedings

The nature of the business of the Company ordinarily results in a certain amount of litigation. The Company is involved in various legal proceedings, all of which are considered incidental to the normal conduct of business. Management believes that these proceedings will not have a material adverse effect on the consolidated financial position or consolidated results of operations of the Company.

1A. Risk Factors

There have been no material changes to the risk factors disclosed in the Company's 2008 Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2009.

2. Unregistered Sales of Equity Securities and Use of Proceeds

Repurchases Made for the Quarter Ended September 30, 2009

Dates	Total Number of Shares Purchased	Average Price Paid Per share	Total Number of Shares Purchased as Part of Publicly Announced Program	Maximum Number of Shares that May Yet Be Purchased Under the Program
July 1–31	-	$ -	-	82,150
August 1-18	-	-	-	82,150

On August 18, 2009, the stock repurchase plan expired

3. Defaults Upon Senior Securities

None

4. Submission of Matters to a Vote of Security Holders

None

5. Other Information

(a) Required 8-K disclosures
None

(b) Changes in Nominating Process
None

6. Exhibits

11. Refer to EPS calculation in the Notes to Financial Statements
31.1 Section 302 Certification of Charles H. Majors, President and Chief Executive Officer
31.2 Section 302 Certification of William W. Traynham, Senior Vice President and Chief Financial Officer
32.1 Section 906 Certification of Charles H. Majors, President and Chief Executive Officer
32.2 Section 906 Certification of William W. Traynham, Senior Vice President and Chief Financial Officer

SIGNATURES

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

AMERICAN NATIONAL BANKSHARES INC.

	/s/ Charles H. Majors
	Charles H. Majors
Date – November 6, 2009	President and Chief Executive Officer
	/s/ William W. Traynham
	William W. Traynham Senior Vice President and
Date – November 6, 2009	Chief Financial Officer