

SUMMIT FINANCIAL GROUP INC
Form PRE 14A
March 10, 2009

SUMMIT FINANCIAL GROUP, INC.

P. O. Box 179
300 N. Main Street
Moorefield, West Virginia 26836

April 7, 2009

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of Summit Financial Group, Inc. (the "Company"), a West Virginia corporation, which will be held on Thursday, May 14, 2009, at 1:00 p.m., EDT, at the Company's Corporate Office, 300 N. Main Street, Moorefield, West Virginia.

It is important that your shares be represented at the Meeting. Whether or not you plan to attend the Meeting, you are requested to complete, date, sign and return the enclosed proxy in the enclosed envelope for which postage has been paid. If you have any questions regarding the information in the attached proxy materials, please do not hesitate to call Teresa Ely, Director of Shareholder Relations, (304) 530-1000.

At the Annual Meeting, in addition to the election of five (5) directors to serve until 2012 and the ratification of the selection of Arnett & Foster, PLLC as the Company's independent registered public accounting firm for the year ending December 31, 2009, we will seek stockholder approval of the 2009 Officer Stock Option Plan, providing for the issuance of 350,000 shares of our common stock. The 2009 Officer Stock Option Plan would replace the 1998 Officer Stock Option Plan which expired on May 5, 2008.

You are urged to read the accompanying Proxy Statement carefully, as it contains detailed information regarding the nominees for directors of the Company, the independent registered public accounting firm of the Company, and the 2009 Officer Stock Option Plan.

Very truly yours,

Oscar M. Bean
Chairman of the Board

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 14, 2009

This proxy statement, along with our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, and our 2008 Annual Report, are available free of charge on the following website: www.summitfgi.com.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TIME	1:00 p.m., EDT, on May 14, 2009
PLACE	Summit Financial Group, Inc. Corporate Office 300 N. Main Street Moorefield, West Virginia 26836
ITEMS OF BUSINESS	<p>(1) To elect five (5) directors to serve until 2012;</p> <p>(2) To approve the adoption of the 2009 Officer Stock Option Plan;</p> <p>(3) To ratify the selection of Arnett & Foster, P L L C a s t h e C o m p a n y ' s independent registered public accounting firm for the y e a r e n d i n g December 31, 2009; and</p> <p>(4) To transact such other business as may properly come before the Meeting. The Board of Directors at present knows of no other business to come before the Annual Meeting.</p>
RECORD DATE	Only those shareholders of record at the close of business on March 31, 2009, shall be entitled to notice and to vote at the Meeting.
ANNUAL REPORT	Our 2008 Annual Report, which is not part of the proxy materials, is

enclosed.

PROXY VOTING

It is important that your shares be represented and voted at the Meeting. Please **MARK, SIGN, DATE** and **PROMPTLY RETURN** the enclosed proxy card in the postage-paid envelope. Any proxy may be revoked prior to its exercise at the Meeting.

April 7, 2009

Oscar M. Bean
Chairman of the Board

TABLE OF CONTENTS

	Page
PROXY STATEMENT	1
Principal Executive Office of the Company	1
Shareholders Entitled to Vote	1
Multiple Shareholders Sharing the Same Address	1
Proxies	1
Vote By Mail	2
Voting at the Annual Meeting	2
Voting on Other Matters	2
Required Vote	2
Cost of Proxy Solicitation	3
Shareholder Account Maintenance	3
Section 16(a) Beneficial Ownership Reporting Compliance	3
GOVERNANCE OF THE COMPANY	5
Board and Committee Membership	5
Executive Committee	5
Audit and Compliance Committee	5
Compensation and Nominating Committee	6
Policies and Procedures Relating to Nomination of Directors	7
Processes and Procedures Relating to Executive Compensation	7
Independence of Directors and Nominees	9
Review and Approval of and Description of Transactions with Related Persons	10
Policies and Procedures Transactions with Related Persons	10
Shareholder Communication with Directors	11
Board Member Attendance at Annual Meeting	11
Corporate Policies	11
ITEM 1 - ELECTION OF DIRECTORS	12
Security Ownership of Directors and Officers	12
Family Relationships	13
NOMINEES FOR DIRECTOR WHOSE TERMS EXPIRE IN 2012	14
DIRECTORS WHOSE TERMS EXPIRE IN 2011	15
DIRECTORS WHOSE TERMS EXPIRE IN 2010	16
ITEM 2 – PROPOSAL TO APPROVE 2009 OFFICER STOCK OPTION PLAN	17
Purpose of the Officer Plan	17
Common Stock Available	17
Types of Awards	18
Eligibility for Participation	18
Option Agreement	18
Option Price	18
Stock Holding Period Upon Exercise of Qualified Options	19
Restrictions on Issuing Shares	19
Adjustments	19

