

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

UNION BANKSHARES CORPORATION

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

54-1598552
(I.R.S. Employer ID No.)

211 North Main Street
Bowling Green, Virginia 22427
(804) 633-5031
(Address, including zip code, and telephone number, including area code, of co-registrant's
principal executive offices)

Janis Orfe
Executive Vice President and General Counsel
Union Bankshares Corporation
211 North Main Street
Bowling Green, Virginia 22427
(804) 633-5031
(Name, address, including zip code, and telephone number, including area code,
of agent for service of each registrant)

Copy to:
George P. Whitley, Esq.
LeClairRyan, A Professional Corporation
Riverfront Plaza, East Tower
951 East Byrd Street, 8th Floor
Richmond, Virginia 23219
(804) 343-4089

Approximate Date of Commencement of Proposed Sale to the Public: As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-154730

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered:	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Common Stock, par value \$1.33 per share	\$12,000,000	\$669.60

- (1) We previously registered common stock, preferred stock, warrants, debt securities, units and other securities with an aggregate public offering price of \$60,000,000 on a Registration Statement on Form S-3 (File No. 333-154730), as amended, which was declared effective on November 20, 2008. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, an additional amount of common stock having a proposed maximum aggregate offering price of \$12,000,000 is hereby registered. In no event will the maximum aggregate offering price of all securities issued pursuant to this registration statement and the Registration Statement on Form S-3 (File No. 333-154730) exceed those registered under such registration statements.
- (2) Calculated pursuant to Rule 457(o) under the Securities Act. The total amount is being paid herewith.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

**EXPLANATION AND INCORPORATION
OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-3 relates to the Registrant's Registration Statement on Form S-3 (File No. 333-154730) declared effective by the Securities and Exchange Commission (the "Commission") on November 20, 2008 (as amended, the "Prior Registration Statement"), and is being filed with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended, solely to register an additional \$12,000,000 of common stock, par value \$1.33 per share, of Union Bankshares Corporation. The contents of the Prior Registration Statement are hereby incorporated into this Registration Statement by reference, including all amendments and exhibits thereto and all information incorporated by reference therein, other than the exhibits included herein.

**PART II
INFORMATION NOT REQUIRED IN PROSPECTUS**

Item 16. Exhibits.

All exhibits filed with or incorporated by reference in the Prior Registration Statement are incorporated by reference into, and shall be deemed part of, this Registration Statement. The following exhibits are filed with or incorporated by reference into this registration statement:

<u>Exhibit Number</u>	<u>Document</u>
5.1	Opinion of LeClairRyan, P.C.
23.1	Consent of Yount, Hyde & Barbour, P.C.
23.2	Consent of McGladrey & Pullen, LLP
23.3	Consent of LeClairRyan, P.C. (contained in Exhibit 5.1)
24.1*	Power of Attorney

* Incorporated by reference to the Registration Statement on Form S-3 (File No. 333-154730).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Bowling Green, Commonwealth of Virginia, on September 11, 2009.

Union Bankshares Corporation

By: /s/ G. William Beale
G. William Beale
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ G. William Beale</u> G. William Beale	President, Chief Executive Officer and Director (principal executive officer)	September 11, 2009
<u>*</u> Douglas E. Caton	Director	September 11, 2009
<u>*</u> Daniel I. Hansen	Director	September 11, 2009
<u>*</u> Ronald L. Hicks	Chairman of the Board of Directors	September 11, 2009
<u>*</u> Patrick J. McCann	Director	September 11, 2009
<u>*</u> Hullihen W. Moore	Director	September 11, 2009
<u>*</u> R. Hunter Morin	Director	September 11, 2009
<u>*</u> W. Tayloe Murphy, Jr.	Vice Chairman of the Board of Directors	September 11, 2009
<u>/s/ D. Anthony Peay</u> D. Anthony Peay	Executive Vice President and Chief Financial Officer (principal financial officer)	September 11, 2009
<u>*</u> Ronald L. Tillett	Director	September 11, 2009
<u>*</u> A. D. Whittaker	Director	September 11, 2009
<u>* /s/ G. William Beale</u> G. William Beale, as Attorney-in-Fact		

INDEX TO EXHIBITS

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* Incorporated by reference to the Registration Statement on Form S-3 (File No. 333-154730).

[LeClairRyan, P.C. letterhead]

September 11, 2009

Union Bankshares Corporation
211 North Main Street
Post Office Box 446
Bowling Green, Virginia 22427

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Union Bankshares Corporation, a Virginia corporation (the "Company"), in connection with the filing of a Registration Statement on Form S-3 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), pursuant to Rule 462(b) of the Act for the purpose of registering under the Act up to an aggregate of \$12 million of common stock, par value \$1.33 of the Company (the "Securities"), as more fully described in the Registration Statement. All capitalized terms not otherwise defined herein have the meanings set forth in the Registration Statement.

In rendering this opinion, we have reviewed (i) the Company's Articles of Incorporation and Bylaws, each as amended to date; (ii) certain resolutions of the Company's Board of Directors (the "Resolutions"); (iii) the Registration Statement, including the prospectus filed therewith constituting a part of the Registration Statement and the exhibits to the Registration Statement; (iv) those exhibits that have been incorporated by reference to the Registration Statement; and (v) such other proceedings, documents, memoranda, records, certificates and other instruments as we have deemed necessary or appropriate to enable us to render the opinion expressed herein (collectively, the "Documents").

We are relying without any independent investigation thereof upon the truth and accuracy of all statements, covenants, representations and warranties set forth in the Documents.

We have assumed that (i) the Securities offered by the Company will have been specifically authorized for issuance by the Company's Board of Directors or an authorized committee thereof; (ii) any securities issuable upon conversion, exchange or exercise of the Securities being offered will have been duly authorized, created and, if appropriate, reserved for issuance upon such conversion, exchange or exercise; (iii) the Securities will have been duly authorized and issued, and the certificates evidencing the same will have been duly executed and delivered, against receipt of the consideration approved by the Company which will be no less than the par value thereof; (iv) the Commission will have entered an appropriate order declaring effective the Registration Statement; (v) a prospectus supplement will have been filed with the Commission describing the Securities offered thereby; (vi) the Securities will be issued and sold in compliance with applicable federal and state securities laws and solely in the manner stated in the Registration Statement and the applicable prospectus supplement; (vii) a definitive purchase, underwriting or similar agreement with respect to the Securities will have been duly authorized and validly executed and delivered by the Company and the other parties thereto; (viii) the authenticity of all documents submitted to us as originals and the conformity to the original documents of all documents submitted as copies; and (ix) the genuineness of all signatures and legal competence of all signatories.

Based upon and subject to the foregoing, we are of the opinion that the Securities, when issued and sold in the manner described in the Registration Statement and any applicable prospectus supplement relating thereto, will be duly authorized, validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the use of our name under the caption "Legal Matters" in the prospectus and any applicable prospectus supplement relating to the Registration Statement. In giving such consent, we do not hereby concede that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ LeClairRyan, A Professional Corporation

LeClairRyan, A Professional Corporation



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Registration Statement on Form S-3 of Union Bankshares Corporation of our report dated February 26, 2009, relating to our audits of the consolidated financial statements and internal control over financial reporting, included in the Annual Report on Form 10-K of Union Bankshares Corporation for the year ended December 31, 2008, appearing in the Prospectuses, which are part of this Registration Statement.

We also consent to the reference to our firm under the caption "Experts" in such Prospectuses.

Yount, Hyde & Barbour, P.C.

Winchester, Virginia
September 10, 2009

Consent of Independent Auditor

We consent to the incorporation by reference in this Registration Statement on Form S-3 of Union Bankshares Corporation of our report dated March 25, 2009, relating to our audit of the consolidated financial statements of First Market Bank F.S.B. and its subsidiaries as of and for the years ended December 31, 2008 and 2007 and our report on internal control over financial reporting as of December 31, 2008 and our report dated March 18, 2008, relating to our audit of the consolidated financial statements of First Market Bank F.S.B. and its subsidiaries as of and for the years ended December 31, 2007 and 2006, included in this registration statement.

McGladrey & Pullen, LLP

September 10, 2009
Richmond, Virginia