



Form 10-K/A

COMMUNITY VALLEY BANCORP - CVLL

Filed: May 17, 2007 (period: December 31, 2006)

Amendment to a previously filed 10-K

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20006

FORM 10-K/A

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2006

Commission File Number 0-51678

COMMUNITY VALLEY BANCORP

(Exact name of registrant as specified in its charter)

California

68-0479553

State of incorporation

I.R.S. Employer Identification Number

**2041 Forest Avenue
Chico, California**
Address of principal executive offices

95928
Zip Code

(530) 899-2344

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act: **Common Stock, No Par Value**

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes
No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.
Yes No

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

Check if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act)

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes
No

As of June 30, 2006, the aggregate market value of the voting stock held by non-affiliates of the Registrant was approximately \$82.4 million, based on the sales price reported to the Registrant on that date of \$17.00 per share.

Shares of Common Stock held by each officer and director and each person owning more than five percent of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of the affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares of Common Stock of the registrant outstanding as of February 28, 2007 was 7,476,133.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement relating to the Annual Meeting of Shareholders to be held on June 6, 2007, are incorporated by reference into Part III of this Report.

Explanatory Notes

Subsequent to the filing of the December 31, 2006 10-K the Company became aware of an inadvertent omission in the certifications of the CEO and CFO in exhibits 31.1 and 31.2. Specifically, the reference to internal control in item 4 and subparagraph 4.(b) were not included in the original filing.

PART IV

Item 15. Exhibits

Exhibit Number

- (31.1) Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- (31.2) Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: May 17, 2007

COMMUNITY VALLEY BANCORP
a California corporation

By /s/ Keith C. Robbins
Keith C. Robbins
President and Chief Executive Officer

By /s/ John F. Coger
John F. Coger
Executive Vice President
Chief Financial Officer and
Chief Operating Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ M. Robert Ching</u> M. Robert Ching	Director	May 17, 2007
<u>/s/ John F. Coger</u> John F. Coger	Executive Vice President, CFO/COO and Director	May 17, 2007
<u>/s/Eugene B. Even</u> Eugene B. Even	Director	May 17, 2007
<u>/s/ John D. Lanam</u> John D. Lanam	Director	May 17, 2007
<u>/s/ Donald W. Leforce</u> Donald W. Leforce	Chairman of the Board	May 17, 2007
<u>/s/ Charles Mathews</u> Charles Mathews	Director	May 17, 2007
<u>/s/ Ellis L. Matthews</u> Ellis L. Matthews	Director	May 17, 2007
<u>/s/ Luther McLaughlin</u> Luther McLaughlin	Director	May 17, 2007
<u>/s/ Robert L. Morgan</u> Robert L. Morgan	Director	May 17, 2007
<u>/s/ Keith C. Robbins</u> Keith C. Robbins	President, Chief Executive Officer and Director	May 17, 2007
<u>/s/ James S. Rickards</u> James S. Rickards	Director and Corporate Secretary	May 17, 2007
<u>/s/ Gary B. Strauss</u> Gary B. Strauss	Director Vice Chairman	May 17, 2007
<u>/s/ Hubert Townshend</u> Hubert Townshend	Director	May 17, 2007

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Keith C. Robbins, certify that:

1. I have reviewed this annual report on Form 10-K of Community Valley Bancorp;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - d) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 17, 2007

By: /s/ Keith C. Robbins

Keith C. Robbins, President, Chief Executive Officer

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, John F. Coger, certify that:

1. I have reviewed this annual report on Form 10-K of Community Valley Bancorp;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - d) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 17, 2007

By: /s/ John F. Coger

John F. Coger
Executive Vice President, CFO/COO