



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Mail Stop 4561

January 19, 2006

Kimberly B. Snyder  
Senior Vice President and Chief Financial Officer  
Valley Financial Corporation  
36 Church Avenue, S.W.  
Roanoke, Virginia 24011

**Re: Valley Financial Corporation**  
**Form 10-KSB for the Fiscal Year Ended December 31, 2004**  
**Forms 10-Q for the Fiscal Quarters Ended March 31, 2005, June 30,**  
**2005 and September 30, 2005**  
**File No. 0-28342**

Dear Ms. Snyder:

We have reviewed your response dated January 10, 2006 to our comment letter dated December 29, 2005. We have completed our review of your Form 10-KSB and related filings and have no further comments at this time.

Sincerely,

Joyce Sweeney  
Accounting Branch Chief