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FIRST DEFIANCE FINANCIAL CORP

Form 4 May 13, 2015

FORM 4

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

OMB APPROVAL OMB

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obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person $\stackrel{*}{\underline{\ }}$ Harris Timothy K.			2. Issuer Symbol	r Name an	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				DEFIAN [FDEF]	CE FINANCIAL					
(Last)	(First)	(Middle)	3. Date of	f Earliest T	ransaction	Director	10%			
			(Month/D	•		_X_ Officer (give below)	below)	er (specify		
601 CLINTON ST.			05/11/2	015		EVP, First Federal Bank				
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Filed(Mor	nth/Day/Yea	nr)	Applicable Line)				
						X Form filed by One Reporting Person Form filed by More than One Reporting				
DEFIANCE	E, OH 43512					Person	Hore than One Re	porting		
(City)	(State)	(Zip)	Tabl	le I - Non-	Derivative Securities Acq	quired, Disposed o	f, or Beneficial	lly Owned		
1.Title of	2. Transaction Da	te 2A. Dee	med	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature o		
Security	(Month/Day/Year) Execution	on Date, if	Transact	ion(A) or Disposed of (D)	Securities	Form: Direct	Indirect		
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial		

	Tuble 1 Troit Delivative Securities Acquired, Disposed 61, of Beneficiary Owner							iy Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired ction(A) or Disposed of (D) (Instr. 3, 4 and 5) 8)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Shares	05/11/2015		M	750	A	\$0	15,835 <u>(1)</u>	D	
Common Shares	05/11/2015		M	750	A	\$0	16,585	D	
Common Shares	05/11/2015		F	1,146	D	\$ 35.26	15,439	D	
Common Shares							2,210	I	Held by ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transactionof Code Derivative (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option To Buy	\$ 26.47	05/11/2015		M	750	(2)	05/22/2016	Common Shares	750	\$
Stock Option To Buy	\$ 27.41	05/11/2015		M	750	(3)	04/16/2017	Common Shares	750	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Harris Timothy K. 601 CLINTON ST. DEFIANCE, OH 43512

EVP, First Federal Bank

Signatures

/s/ Timothy K. Harris by Kevin T. Thompson P.O.A 05/13/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The ending balance differs from amounts previously reported because of shares acquired under a dividend reinvestment plan and an employee stock purchase plan.
- (2) The option representing a right to purchase 750 shares became exercisable in five equal annual installments beginning on May 22, 2007.

Reporting Owners 2

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(3) The option representing a right to purchase 750 shares became exercisable in five equal annual installments beginning on April 16, 2008.
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