

FIRST DEFIANCE FINANCIAL CORP
 Form 4
 March 20, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Strausbaugh Samuel S

2. Issuer Name and Ticker or Trading Symbol
 FIRST DEFIANCE FINANCIAL CORP [FDEF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 601 CLINTON ST.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/16/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

DEFIANCE, OH 43512

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	03/16/2016		M	2,000 A \$ 27.41	11,683 ⁽²⁾	D	
Common Shares	03/16/2016		M	400 A \$ 17.64	12,083 ⁽²⁾	D	
Common Shares	03/16/2016		M	400 A \$ 9.22	12,483 ⁽²⁾	D	
Common Shares	03/16/2016		F	600 D \$ 49.94	11,883 ⁽²⁾	D	

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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 27.41	03/16/2016		M	2,000	04/16/2008 ⁽¹⁾ 04/16/2017	Common Shares	2,000
Stock Option (Right to Buy)	\$ 17.64	03/16/2016		M	400	04/21/2009 ⁽¹⁾ 04/21/2018	Common Shares	400
Stock Option (Right to Buy)	\$ 9.22	03/16/2016		M	400	04/20/2010 ⁽¹⁾ 04/20/2019	Common Shares	400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Strausbaugh Samuel S 601 CLINTON ST. DEFIANCE, OH 43512		X		

Signatures

/s/ Samuel S. Strausbaugh by Kevin T. Thompson, P.O.A. 03/20/2017

__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).

Options vest 20% per year on the anniversary date of the grant. Options with an exercise price of \$9.22 will fully vested on 04/20/2014,

(1) options with an exercise price of \$17.64 fully vested on 04/21/2013, and options with an exercise price of \$27.41 fully vested on 04/16/2012.

(2) The ending balance differs from amounts previously reported because of shares acquired under a dividend reinvestment plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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