

WAHL JOHN C
Form 4
December 30, 2005

FORM 4

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

OMB APPROVAL

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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 *
WAHL JOHN C

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)
12/29/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President/CFO

DEFIANCE, OH 43512
(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	12/29/2005		M	4,100 A \$ 10.6875	0	D	
Common Stock	12/29/2005		F	1,600 D \$ 27.1	0	D	
Common Stock	12/29/2005		G	4,100 D \$ 0	35,717 ⁽¹⁾	D	
Common Stock	12/29/2005		J	4,100 A \$ 0	4,100	I	By Spouse
Common Stock					407 ⁽²⁾	I	Custodian for minor children

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Common Stock 18,273 I By ESOP

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

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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)	8. Amount or Number of Shares
Stock Options	\$ 25.89					04/19/2006 04/18/2015	Common Stock	2,000
Stock Options	\$ 27.13					04/19/2005 04/18/2014	Common Stock	1,000
Stock Options	\$ 19.53					04/21/2004 04/20/2013	Common Stock	5,000
Stock Options	\$ 10.5					04/19/1997 04/18/2006	Common Stock	23,000
Stock Options	\$ 13					10/19/1997 04/18/2007	Common Stock	10,000
Stock Options	\$ 10.6875	12/29/2005		M	4,100	08/19/1997 02/18/2006	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WAHL JOHN C
601 CLINTON ST.
DEFIANCE, OH 43512

Executive Vice President/CFO

Signatures

/s/ John C. Wahl

12/30/2005

**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) Increase from previously reported balance due to shares acquired by Employee Stock Purchase Plan and Dividend Reinvestment Plan
 - (2) Increase from previously reported balance due to shares acquired by Dividend Reinvestment Plan

Remarks:

Note - Options listed above vest at 20% per year. Options with an exercise price of \$10.6875, \$10.50 and \$13.00 are fully vested. Options with an exercise price of \$19.53 vest on 4/21/08, options with an exercise price of \$27.13 vest on 4/19/09 and options with an exercise price of \$25.89 vest on 4/19/10

J - 4,100 shares were gifted from John Wahl to his spouse. These shares are now reported as indirect ownership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.