

FIRST DEFIANCE FINANCIAL CORP  
 Form 4  
 August 16, 2006

**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 \*  
 ALLEN GREGORY R

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)  
 08/14/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

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)
				(A) or (D) Code V Amount Price			
Common Stock	08/14/2006		S	5,000 D \$ 27.01	8,675	D	
Common Stock					4,055	I	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)

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Options	\$ 26.47					05/22/2007 05/21/2016	Common Stock 2,000	
Stock Options	\$ 25.89					04/19/2006 04/18/2015	Common Stock 2,000	
Stock Options	\$ 27.13					04/19/2005 04/20/2014	Common Stock 5,000	
Stock Options	\$ 19.53					04/21/2004 04/20/2013	Common Stock 5,000	
Stock Options	\$ 19.56					01/20/2004 01/19/2013	Common Stock 5,000	
Stock Options	\$ 14					09/17/2002 09/16/2011	Common Stock 16,700	

## Reporting Owners

Reporting Owner Name / Address	Relationships
ALLEN GREGORY R 601 CLINTON ST. DEFIANCE, OH 43512	Director 10% Owner Officer Executive Vice President Other

## Signatures

/s/ Gregory R. Allen 08/16/2006

\*\*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).

### Remarks:

Note - Options listed above vest at 20% per year. Options with an exercise price of \$14.00 fully vest on 9/17/06, options with an exercise price of \$19.56 fully vest on 1/20/08, options with an exercise price of \$19.53 fully vest on 4/21/08, options with an exercise price of \$27.13 fully vest on 4/19/09, options with an exercise price of \$25.89 fully vest on 4/19/10, and options with an exercise price of \$26.47 fully vest on 5/22/11.

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.