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FIRST DEFIANCE FINANCIAL CORP

Form 4

August 29, 2007

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Rep Rose Dennis E Jr	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) 601 CLINTON STREE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/27/2007			Director 10% OwnerX_ Officer (give title Other (specify below) EVP, First Federal Bank				
			nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State)	(Zip)	Tabl	e I - Non-I	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Month/Day) (Instr. 3)	any	emed on Date, if 'Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or Di (Instr. 3,	spose	d of (D)	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)
Common Stock 08/27/200	7		S	2,250	D	\$ 27.01	3,211 <u>(1)</u>	D	
Common Stock							2,419	I	By Spouse

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

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By ESOP

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number.

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. TransactionNumber Code of (Instr. 8) 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 Options	\$ 15.5					04/18/1999	04/18/2008	First Defiance Financial Corp. Common Stock	1,500
Stock Options	\$ 14					09/16/2002	09/16/2011	First Defiance Financial Corp. Common Stock	19,000
Stock Options	\$ 19.53					04/20/2004	04/20/2013	First Defiance Financial Corp. Common Stock	5,000
Stock Options	\$ 27.13					04/18/2005	04/18/2014	First Defiance Financial Corp. Common Stock	1,000
Stock Options	\$ 25.89					04/18/2006	04/18/2015	First Defiance Financial Corp. Common Stock	2,000

8. Pri Deriv Secur (Instr

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Stock Options	\$ 26.47	05/21/2007	05/21/2016	First Defiance Financial Corp. Common Stock	2,000
Stock Options	\$ 27.41	04/16/2008	04/16/2017	First Defiance Financial Corp. Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rose Dennis E Jr

601 CLINTON STREET EVP, First Federal Bank

DEFIANCE, OH 43512 **Signatures**

/s/ Dennis E. Rose, Jr. 08/29/2007

**Signature of Date
Reporting Person

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) Balance differs from previously reported total because of Employee Stock Purchase Plan and Dividend Reinvestment Plan purchases

Remarks:

Note - Options listed above with \$19.53 exercise price vest at 20% per year through 4/21/08. Options listed above with \$27.13 exercise price vest at 20% per year through 4/19/09. Options listed above with \$25.89 exercise price vest at 20% per year through 4/19/10. Options listed above with \$16.47 exercise price vest at 20% per year through 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.

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