

Vereecke Jeffrey D
 Form 4
 February 15, 2008

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 *
 Vereecke Jeffrey D

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 STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, First Federal Bank

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 (A) or (D) Price			
Common Stock	02/13/2008		M	9,500 A \$ 15.5	25,186	D	
Common Stock					2,308	I	As custodian for minor children
Common Stock					15,810	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. Amount or Number of Shares
Stock Options	\$ 15.5	02/13/2008		X	9,500	04/18/1999 04/18/2008	Common Stock	9,500
Stock Options	\$ 19.53					04/20/2004 04/20/2013	Common Stock	1,000
Stock Options	\$ 27.13					04/18/2005 04/18/2014	Common Stock	1,000
Stock Options	\$ 25.89					04/18/2006 04/18/2015	Common Stock	2,000
Stock Options	\$ 26.47					05/21/2007 05/21/2016	Common Stock	1,000
Stock Options	\$ 27.41					04/16/2008 04/16/2017	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vereecke Jeffrey D 601 CLINTON STREET DEFIANCE, OH 43512			EVP, First Federal Bank	

Signatures

/s/ Jeffrey D.
Vereecke

02/15/2008

**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 \$15.50 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 4/18/09, options with an exercise price of \$25.89 vest on 4/19/10, options with an exercise price of \$26.47 vest on 5/21/11, and options with an exercise price of \$27.41 fully vest on 4/16/12.

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.