

FIRST DEFIANCE FINANCIAL CORP

Form 4

August 31, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROHRS JAMES L

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

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)
08/30/2006

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

Executive Vice President

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 Ownership (Instr. 4)	
Common Stock	08/30/2006		S	643	D	\$ 26.99	25,462 ⁽¹⁾	D
Common Stock						3,477	I	By ESOP

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

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information contained in this form are not
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(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)
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Options	\$ 26.47					05/22/2007	05/21/2007	Common Stock 1,000
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	\$ 11.5625					08/30/2000	08/29/2009	Common Stock 25,000
Stock Options	\$ 10.5163					12/18/2000	12/17/2010	Common Stock 600
Stock Options	\$ 14					09/17/2001	09/16/2011	Common Stock 40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROHRS JAMES L 601 CLINTON ST. DEFIANCE, OH 43512	X		Executive Vice President	

Signatures

/s/ James L. Rohrs 08/31/2006

**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).

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

Remarks:

Note - Options listed above vest at 20% per year. Options with an exercise price of \$11.5625, \$10.5163 and \$14.00 are fully vested. 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 vest fully 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.

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