

Verecke Jeffrey D  
 Form 4  
 February 15, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

(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.

**Persons who respond to the collection of information contained in this form are not**

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<br>601 CLINTON STREET<br>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.