

ALLEN GREGORY R
Form 4/A
August 29, 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 *
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)
04/21/2008

____ 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)
04/23/2008

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 | | | | (A) or (D) Price | 12,308 ⁽¹⁾ | D | |
| Common Stock | | | | (A) or (D) Price | 5,157 ⁽²⁾ | 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 | \$ 17.64 | 04/21/2008 | | A | 1,000 | 04/21/2009 04/21/2018 | Common Stock | 1,000 |
| Stock Options | \$ 27.41 | | | | | 04/16/2008 04/16/2017 | Common Stock | 1,000 |
| 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 | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ALLEN GREGORY R 601 CLINTON ST. DEFIANCE, OH 43512 | | | Executive Vice President | |

Signatures

/s/ Gregory R. Allen 04/23/2008

**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).
- (1) Increase from previously reported balance due to shares acquired by Employee Stock Purchase Plan and Dividend Reinvestment Plan
- (2) Balance was incorrectly reported as 4,157 in original filing

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, options with an exercise price of \$26.47 fully vest on 5/22/11, options with an exercise price of \$27.41 fully vest on 4/16/12 and options with an exercise price of \$17.64 fully vest on 4/21/13.

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.