

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
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(HTML Version on secdatabase.com)

REPORTING OWNER

O BRYAN KEVIN M

CIK: **1262240**

Type: **4** | Act: **34** | File No.: **001-35390** | Film No.: **13553179**

Mailing Address
C/O TROY SAVINGS BANK
32 SECOND ST
TROY NY 12180

ISSUER

FIRST NIAGARA FINANCIAL GROUP INC

CIK: **1051741** | IRS No.: **161545669** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **6021** National commercial banks

Mailing Address	Business Address
6950 SOUTH TRANSIT ROAD PO BOX 514 LOCKPORT NY 14095	6950 SOUTH TRANSIT ROAD PO BOX 514 LOCKPORT NY 14095 7166257500

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person O BRYAN KEVIN M			2. Issuer Name and Ticker or Trading Symbol FIRST NIAGARA FINANCIAL GROUP INC [FNFG]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> Officer (give title below) Senior Vice President Credit ____ 10% Owner ____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
726 EXCHANGE STREET, SUITE 618			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) BUFFALO, NY 14210								
(City)	(State)	(Zip)						

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	01/24/2013		F		437	D	\$7.88	65,515	D	
Common Stock	01/25/2013		F		916	D	\$7.82	64,599	D	
Common Stock								65,374	I	By 401k
Common Stock								3,368	I	By Esop
Common Stock								10,200	I	By Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Non-qualified Stock Option (Right to Buy)	\$12.87							05/04/2005	05/04/2014	Common Stock	13,000		13,000	D
Non-qualified Stock Option (Right to Buy)	\$12.91							12/28/2005	05/03/2015	Common Stock	17,500		17,500	D
Non-qualified Stock Option (Right to Buy)	\$14.83							09/08/2007	09/08/2016	Common Stock	23,700		23,700	D
Non-qualified Stock Option (Right to Buy)	\$14.7							01/31/2008	01/31/2017	Common Stock	12,700		12,700	D
Non-qualified Stock Option (Right to Buy)	\$12.02							01/28/2009	01/28/2018	Common Stock	18,678		18,678	D
Non-qualified Stock Option (Right to Buy)	\$12.93							01/26/2010	01/26/2019	Common Stock	12,555		12,555	D
Non-qualified Stock Option (Right to Buy)	\$14.44							01/25/2011	01/25/2020	Common Stock	14,997		14,997	D

Signatures

Ann M. Segarra, power of attorney for Kevin O'Bryan

** Signature of Reporting Person

01/28/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.