

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2008-08-29** | Period of Report: **2008-04-21**

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REPORTING OWNER

ALLEN GREGORY R

CIK: **1242645**

Type: **4/A** | Act: **34** | File No.: **000-26850** | Film No.: **081048081**

Mailing Address

601 CLINTON ST
DEFIANCE OH 43512

Business Address

601 CLINTON ST.
DEFIANCE OH 43512

ISSUER

FIRST DEFIANCE FINANCIAL CORP

CIK: **946647** | IRS No.: **341803915** | State of Incorporation: **OH** | Fiscal Year End: **1231**

SIC: **6035** Savings institution, federally chartered

Mailing Address

601 CLINTON ST
DEFIANCE OH 43512

Business Address

601 CLINTON ST
DEFIANCE OH 43512
4107825015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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 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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/21/2008					
601 CLINTON ST.			4. If Amendment, Date Original Filed(Month/Day/Year) 04/23/2008			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
DEFIANCE, OH 43512								
(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								12,308 ⁽¹⁾	D	
Common Stock								5,157 ⁽²⁾	I	By ESOP

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						Title
Stock Options	\$17.64	04/21/2008		A		1,000		04/21/2009	04/21/2018	Common Stock	1,000	\$ 0	1,000	D	
Stock Options	\$27.41							04/16/2008	04/16/2017	Common Stock	1,000		1,000	D	
Stock Options	\$26.47							05/22/2007	05/21/2016	Common Stock	2,000		2,000	D	

Stock Options	\$25.89						04/19/2006	04/18/2015	Common Stock	2,000		2,000	D	
Stock Options	\$27.13						04/19/2005	04/20/2014	Common Stock	5,000		5,000	D	
Stock Options	\$19.53						04/21/2004	04/20/2013	Common Stock	5,000		5,000	D	
Stock Options	\$19.56						01/20/2004	01/19/2013	Common Stock	5,000		5,000	D	
Stock Options	\$14						09/17/2002	09/16/2011	Common Stock	16,700		11,700	D	

Explanation of Responses:

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.

Signatures

/s/ Gregory R. Allen

** Signature of Reporting Person

04/23/2008

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.