

FIRST DEFIANCE FINANCIAL CORP
 Form 4
 May 08, 2014

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 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 *
 MULFORD MICHAEL 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)
 05/06/2014

____ 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Shares	05/06/2014		M		300	A	\$ 9.22	1,704	D	
Common Shares	05/06/2014		M		750	A	\$ 17.64	2,454	D	
Common Shares	05/06/2014		M		2,000	A	\$ 25.37	4,454	D	
Common Shares	05/06/2014		S		3,050	D	\$ 27.0477	1,404	D	
Common Shares								571	I	Held by ESOP

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

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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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 9.22	05/06/2014		M	300	04/20/2010 ⁽¹⁾ 04/20/2019	Common Shares	150
Stock Option (right to buy)	\$ 17.64	05/06/2014		M	750	04/21/2009 ⁽¹⁾ 04/21/2018	Common Shares	750
Stock Option (right to buy)	\$ 25.37	05/06/2014		M	2,000	08/16/2005 ⁽¹⁾ 08/16/2014	Common Shares	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MULFORD MICHAEL D. 601 CLINTON STREET DEFIANCE, OH 43512			Executive Vice President	

Signatures

/s/ Michael D. Mulford by Kevin T. Thompson,
P.O.A. 05/08/2014

__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) Stock Options vested 20% per year over five years, beginning on this date.

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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