

SUSKIEWICH JAMES
Form 4
November 22, 2005

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 *
SUSKIEWICH JAMES

2. Issuer Name and Ticker or Trading Symbol
FEDERAL TRUST CORP [FDT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
312 WEST FIRST STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/18/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President, and CEO

SANFORD, FL 32771

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					25,569	I	IRA
Common Stock					196,649	D	
Common Stock					1,939	I	Spouse IRA
Common Stock	11/22/2005		P		15,692	D	\$ 12.02
					163,033	I	Federal Trust 401K Plan
Common Stock					274,388	I	Trustee Federal

Common Stock	204,388	I	Trust Corporation Employee Stock Ownership Plan Trustee Federal Trust Corporation Employee Stock Ownership Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Options	\$ 7.62							10/24/2004 ⁽¹⁾	10/23/2013	Stock Options	50,000
Common Stock Options	\$ 4							10/01/2003 ⁽²⁾	09/30/2012	Stock Options	10,500
Common Stock Options	\$ 10.12							05/06/2005	05/06/2015	Stock Options	50,000
Common Stock Options	\$ 10.2	11/18/2005		A		100,000		11/18/2006 ⁽²⁾	11/18/2015	Stock Options	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUSKIEWICH JAMES 312 WEST FIRST STREET SANFORD, FL 32771	X			Chairman, President, and CEO

Signatures

James V. Suskiewich	11/22/2005
**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) Exercisable over 5 years at 20% per year.
- (2) Exercisable over 5 years at 20% per year.

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.