

SUSKIEWICH JAMES  
Form 4  
February 09, 2007

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/08/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chairman, President, and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

SANFORD, FL 32771

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/08/2007		P		365	A	\$ 10.33
Common Stock							26,964
Common Stock							80,581
Common Stock							1,977
Common Stock							171,558 <sup>(1)</sup>
Common Stock							200,672 <sup>(2)</sup>

Common Stock	120,000	I	Employee Stock Ownership Plan Spouse
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Common Stock Options	\$ 7.47					10/24/2004 10/23/2013	Stock Options	51,000
Common Stock Options	\$ 3.92					10/01/2003 09/30/2012	Stock Options	10,798
Common Stock Options	\$ 9.92					05/06/2005 05/06/2015	Stock Options	51,000
Common Stock Options	\$ 10					11/18/2006 <sup>(3)</sup> 11/18/2015	Stock Options	102,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Chairman, President, and CEO	

SUSKIEWICH JAMES  
312 WEST FIRST STREET  
SANFORD, FL 32771

## Signatures

James V.  
Suskiewich

02/09/2007

\*\*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) 401K holding balance changes due to bi-weekly payroll and other employee transfers
- (2) ESOP holding balance changes due to the reinvestment of dividends and withdrawals by former employees
- (3) 51,000 exercisable immediately; 51,000 shares exercisable over 3 years at 33.3% 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.