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IBT BANCORP INC /MI/
Form 10-K/A
March 25, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A
AMENDMENT NO. 1

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934. For the fiscal year ended December 31, 2004

OR

[] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from _____ to _____

Commission File Number: 0-18415

IBT BANCORP, INC.

(Exact name of registrant as specified in its charter)

Michigan

38-2830092

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer identification No.)

200 East Broadway Street, Mt. Pleasant, Michigan 48858

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (989) 772-9471

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Securities registered pursuant to Section 12(g) of the Act:

Common Stock - No Par Value

(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. [X] Yes [] No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

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Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes No

The aggregate market value of the voting stock held by non-affiliates of the registrant was approximately \$205,649,000 as of February 25, 2005.

The number of shares outstanding of the registrant's Common Stock (no par value) was 4,896,412 as of February 25, 2005.

DOCUMENTS INCORPORATED BY REFERENCE

(Such documents are incorporated herein only to the extent specifically set forth in response to an item herein.)

Documents	Part of Form 10-K Incorporated into
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IBT Bancorp, Inc. Proxy Statement for its Annual Meeting of Shareholders to be held April 26, 2005	Part III

Explanatory Note

This Amendment No. 1 on Form 10-K/A to our Annual Report on Form 10-K for the fiscal year ended December 31, 2004 (the "Original Filing"), which was filed with the Securities and Exchange Commission on March 16, 2005, is being filed to revise portions of the language contained in the "Consent of Independent Registered Public Accounting Firm" included in Exhibit 23. The revised consent attached hereto as Exhibit 23 supercedes and replaces Exhibit 23 filed with the Original Filing. The purpose of the revision to the Consent of Independent Registered Public Accounting Firm is to correct the original consent so that it covers the independent registered public accounting firm's report on management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting.

As a result of this amendment, (1) the certifications pursuant to Section 302 and Section 906 of the Sarbanes-Oxley Act of 2002, filed and furnished, respectively, as exhibits to the Original Filing, have been re-executed and re-filed as the date of this Form 10-K/A; and (2) a revised Consent of Independent Registered Public Accounting Firm dated March 11, 2005 to cover both the report relating to the consolidated financial statements and the report related to internal control over financial reporting is being filed.

Except for the amendments described above, this Form 10-K/A does not modify or update our Original Filing. This amendment does not change any previously reported financial results of operations or any disclosures contained in the Original Filing.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) 1. Financial Statements:

The following consolidated financial statements of IBT Bancorp are incorporated by reference in Item 8:

Report of Independent Registered Public Accounting Firm

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Consolidated Balance Sheets
Consolidated Statements of Changes in Shareholders' Equity
Consolidated Statements of Income
Consolidated Statements of Comprehensive Income
Consolidated Statements of Cash Flows Notes to Consolidated
Financial Statements

2. Financial Statement Schedules:

All schedules are omitted because they are neither applicable nor required, or because the required information is included in the consolidated financial statements or related notes.

3. Exhibits:

- 3(a) Amended Articles of Incorporation (1)
- 3(b) Amendment to the Articles of Incorporation (2)
- 3(c) Amendment to the Articles of Incorporation (4)
- 3(d) Amendment to the Articles of Incorporation (4)
- 3(e) Amended Bylaws (previously filed)
- 10(a) Isabella Bank & Trust Executive Supplemental Income Agreement (2)*
- 10(b) Isabella Bank & Trust Deferred Compensation Plan (3)*

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- 10(c) IBT Bancorp, Inc. and Related Companies Deferred Compensation Plan for Directors (5)*
- 10(d) Isabella Bank and Trust Death Benefit Only Agreement (6)*
- 14 Code of Business Conduct and Ethics (7)
- 21 Subsidiaries of the Registrant (previously filed)
- 23 Consent of Rehmann Robson, P.C. Independent Registered Public Accounting Firm
- 31 Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002 by the Chief Executive Officer and Chief Financial Officer
- 32 Section 1350 Certification of Chief Executive Officer and Chief Financial Officer

- (1) Previously filed as an Exhibit to the IBT Bancorp, Inc. Form 10-K, dated March 12, 1991, and incorporated herein by reference.
- (2) Previously filed as an Exhibit to the IBT Bancorp, Inc. Form 10-K, dated March 26, 1994, and incorporated herein by reference.
- (3) Previously filed as an Exhibit to IBT Bancorp, Inc. Form 10-K, dated March 26, 1996, and incorporated herein.
- (4) Previously filed as an Exhibit to IBT Bancorp, Inc. Form 10-K, dated March 22, 2000, and incorporated herein.
- (5) Previously filed as an Exhibit to IBT Bancorp, Inc. Form 10-K, dated March 27, 2001, and incorporated herein.
- (6) Previously filed as an Exhibit to IBT Bancorp, Inc. Form 10-K, dated March 25, 2002, and incorporated herein.
- (7) Previously filed as an Exhibit to IBT Bancorp, Inc. Form 10-K, dated March 15, 2004 and incorporated herein.

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* Management Contract or Compensatory Plan or Arrangement.

(b) Exhibits: The response to this portion of Item 15 is submitted as a separate section of this report entitled, "Index to Exhibits"

(c) Financial Statement Schedules: None

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

IBT BANCORP, INC.
(Registrant)

by:/s/Dennis P. Angner

Date: March 24, 2005

Dennis P. Angner
President and Chief Executive Officer

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signatures -----	Capacity -----
/s/Dennis P. Angner ----- Dennis P. Angner	President and Chief Executive Officer (Principal Executive & Financial Officer) and Director
/s/Richard J. Barz ----- Richard J. Barz	Director
/s/James C. Fabiano ----- James C. Fabiano	Director
/s/David W. Hole ----- David W. Hole	Director

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/s/W. Joseph Manifold Director

W. Joseph Manifold

/s/Ronald E. Schumacher Director

Ronald E. Schumacher

/s/William J. Strickler Director

William J. Strickler

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/s/Dale Weburg Director

Dale Weburg

/s/David J. Maness Director

David J. Maness

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EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
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23	Consent of Rehmann Robson, P.C. Independent Registered Public Accounting Firm
31	Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002 by the Chief Executive Officer and Chief Financial Officer

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Section 1350 Certification of Chief Executive Officer and Chief
Financial Officer