

FEDERAL TRUST CORP
Form 15-12B
June 26, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION
12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE
REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number **001-31724**

Federal Trust Corporation

(Exact name of registrant as specified in its charter)

312 West 1st Street

Sanford, Florida 32771

(407) 323-1833

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$0.01 per share

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(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | |
|----------------------|----|
| Rule 12g-4(a)(1) | x |
| Rule 12g-4(a)(2) | .. |
| Rule 12h-3(b)(1)(i) | x |
| Rule 12h-3(b)(1)(ii) | .. |
| Rule 15d-6 | .. |

Approximate number of holders of record as of the certification or notice date: **One**

Pursuant to the requirements of the Securities Exchange Act of 1934, Federal Trust Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

| 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) (A) or (D) | 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 (D) Price | | | |
| Ordinary Shares | 03/03/2018 | M | 4,230 A \$ 0 | 4,230 | D | |

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.

SEC 1474
(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) |
|---|--|---|---|-----------------------------------|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date |

| | | | | | | |
|--|----------|------------|---|-------|------------|------------|
| Non-Employee Director Stock Option-Right to Buy | \$ 40.97 | 03/02/2018 | A | 2,984 | <u>(1)</u> | 03/02/2028 |
|--|----------|------------|---|-------|------------|------------|

| | | | | | | |
|---------------------------|------|------------|---|-------|------------|------------|
| Restricted Stock Units | \$ 0 | 03/02/2018 | A | 4,028 | <u>(2)</u> | <u>(2)</u> |
|---------------------------|------|------------|---|-------|------------|------------|

| | | | | | | | |
|------|---|-----|-----|---------------------|--------------------|-------|--|
| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DILLARD MIKE 1600 CANTRELL ROAD LITTLE ROCK, AR 72201 | X | X | Executive Vice President | |

Signatures

| | |
|------------------------------------|------------|
| /s/ Mike Dillard | 12/02/2011 |
| **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) These shares are held by W.D. Company. The reporting person owns 26.27% of W.D. Company and is one of its directors and officers.
- (2) Co-Trustee and co-beneficiary of WTD Exemption Trust.
- (3) Co-Trustee of WTD Exemption Trust.

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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