

FEDERAL TRUST CORP
Form 4
September 24, 2007

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)
09/24/2007

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

SANFORD, FL 32771

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 26,964 | I | IRA |
| Common Stock | 09/24/2007 | | P | 10,798 A | \$ 3.92 91,779 | D | |
| Common Stock | | | | | 1,977 | I | Spouse IRA |
| Common Stock | | | | | 174,774 ⁽¹⁾ | I | Federal Trust 401K Plan |
| Common Stock | | | | | 212,723 ⁽²⁾ | I | Trustee Federal Trust Corporation |

| | | | |
|--------------|---------|---|---|
| Common Stock | 120,000 | I | Employee Stock Ownership Plan Spouse |
|--------------|---------|---|---|

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Common Stock Options | \$ 7.47 | | | | | 10/24/2004 | 10/23/2013 | Stock Options | 51,000 |
| Common Stock Options | \$ 3.92 | 09/24/2007 | | X | 10,798 | 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 ⁽³⁾ | 11/18/2015 | Stock Options | 102,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SUSKIEWICH JAMES 312 WEST FIRST STREET SANFORD, FL 32771 | X | | | |

Signatures

James V.
Suskiewich

09/24/2007

__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.
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