

WAHL JOHN C
Form 4
April 17, 2007

FORM 4

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

OMB APPROVAL

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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 *
WAHL JOHN C

2. Issuer Name and Ticker or Trading Symbol
FIRST DEFIANCE FINANCIAL CORP [FDEF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
601 CLINTON ST.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/13/2007

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President/CFO

DEFIANCE, OH 43512

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/13/2007		M		10,000 A \$ 13	0	D
Common Stock	04/13/2007		F		4,723 D \$ 27.52	41,439 ⁽¹⁾	D
Common Stock						20,000	I By Spouse
Common Stock						425 ⁽²⁾	I Custodian for minor children
Common Stock						20,486 ⁽³⁾	I By ESOP

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(3) Increase from previously reported balance due to annual allocation by Employee Stock Ownership Plan

Remarks:

Note - Options listed above vest at 20% per year. Options with an exercise price of \$19.53 vest on 4/21/08, options with an exercise price of \$27.13 vest on 4/19/09 and options with an exercise price of \$25.89 vest on 4/19/10

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.