

BRODNAX JENNIFER
Form 4
December 20, 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 *
BRODNAX JENNIFER

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)
12/18/2007

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Executive VP of Subsidiary

SANFORD, FL 32771

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					29,220	D	
Common Stock					7,050	I	Federal Trust Corp. Key Emp. Stock Bonus plan
Common Stock					179,856	I	Federal Trust 401K Plan Trustee

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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)	Amount or Number of Shares
Common Stock Option Grant	\$ 7.47					10/24/2004 ⁽¹⁾ 10/23/2013	Stock Options	23,645
Common Stock Option	\$ 3.92					10/01/2003 ⁽¹⁾ 09/30/2012	Stock Options	1,355
Common Stock Option	\$ 3.92					01/31/1999 ⁽¹⁾ 01/31/2008	Stock Options	10,200
Common Stock Option	\$ 2.53	12/18/2007		A	5,000	12/18/2008 ⁽²⁾ 12/17/2014	Stock Options	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRODNAX JENNIFER 312 WEST FIRST STREET SANFORD, FL 32771				Executive VP of Subsidiary

Signatures

Jennifer Brodnax
Date: 12/20/2007

Signature of
Reporting Person

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) Exercisable over 5 years at 20% per year.
- (2) Options vest over 3 years and expires in 7 years

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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