

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)  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) 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) |               |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title         | Amount or Number of Shares |
| Common Stock Option Grant                  | \$ 7.47  |                                      |  |                                |   | 10/24/2004 <sup>(1)</sup>                                | 10/23/2013  | Stock Options | 23,645                     |
| Common Stock Option                        | \$ 3.92  |                                      |  |                                |   | 10/01/2003 <sup>(1)</sup>                                | 09/30/2012  | Stock Options | 1,355                      |
| Common Stock Option                        | \$ 3.92  |                                      |  |                                |   | 01/31/1999 <sup>(1)</sup>                                | 01/31/2008  | Stock Options | 10,200                     |
| Common Stock Option                        | \$ 2.53  | 12/18/2007                           |  | A                              | 5,000   | 12/18/2008 <sup>(2)</sup>                                | 12/17/2014  | Stock Options | 5,000                      |

## Reporting Owners

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