

SMITH GREGORY E

Form 4

December 20, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH GREGORY E

(Last) (First) (Middle)

312 WEST FIRST STREET

(Street)

SANFORD, FL 32771

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FEDERAL TRUST CORP [FDT]

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

12/18/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ 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 Ownership (Instr. 4)
Federal Trust Corp. Common Stock					1,437	I	IRA
Federal Trust Corp. Common Stock					16,320	D	
Federal Trust Corp. Common Stock					1,266	I	Spouse IRA

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Federal Trust Corp. Common Stock	466	I	Dependent Accounts
Federal Trust Corp. Common Stock	179,856	I	Federal Trust 401K Plan Trustee

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
Stock option	\$ 7.62							10/24/2004 ⁽¹⁾	10/23/2013	Federal Trust Corp Common Stock	15,000
Stock option	\$ 5.09							04/25/2004 ⁽¹⁾	04/25/2013	Federal Trust Corp Common Stock	15,000
Stock option	\$ 12.4							01/30/2007 ⁽¹⁾	01/29/2017	Federal Trust Corp Common Stock	10,000
Stock option	\$ 2.53	12/18/2007		A		10,000		12/18/2008 ⁽²⁾	12/17/2014	Stock Options	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH GREGORY E 312 WEST FIRST STREET SANFORD, FL 32771			Executive Vice President & CFO	

Signatures

Gregory E.
Smith 12/20/2007

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) 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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