

BRODNAX JENNIFER
 Form 5
 February 17, 2009

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BRODNAX JENNIFER

 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
FEDERAL TRUST CORP [FDT]

 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)
 ___ Director ___ 10% Owner
 ___ Officer (give title below) Other (specify below)
 Exec. VP of Subsidiary

312 WEST FIRST STREET

 (Street)

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

6. Individual or Joint/Group Reporting

 (check applicable line)

SANFORD, FL 32771

Form Filed by One Reporting Person
 ___ Form Filed by More than One Reporting Person

| 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 29,220 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 1,714 | I | Federal Trust Corp. Key Emp. Stock Bonus plan |

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| | | | | | | | | | |
|--------------|------------|---|---|-----|---|---------|---------|---|---------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 177,106 | I | Federal Trust 401K Plan Trustee |
| Common Stock | 09/16/2008 | Â | S | 103 | D | \$ 0.43 | 29,117 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Common Stock Option Grant | \$ 7.62 | Â | Â | Â | Â | 10/24/2004 ⁽¹⁾ 10/23/2013 | Stock Options 23,645 |
| Common Stock Option | \$ 4 | Â | Â | Â | Â | 10/01/2003 ⁽³⁾ 09/30/2012 | Stock Options 1,355 |
| Common Stock Option | \$ 4 | Â | Â | Â | Â | 01/31/1999 ⁽²⁾ 01/31/2008 | Stock Options 15,000 |

Reporting Owners

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

Signatures

Jennifer
Brodnax

02/17/2009

__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) Exercisable over 5 years at 20% per year.
- (3) Exercisable over 5 years at 20% per year.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.