

FEDERAL TRUST CORP
 Form 4
 May 14, 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 *
ROBERTS DANIEL C JR

(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)
05/08/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 ____ Officer (give title below) Other (specify below)
 Former Senior VP of Subsidiary

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Federal Trust Corp. common Stock | | | | | 7,240.3276 | I | Self directed IRA |
| Federal Trust Corp. common Stock | | | | | 15,552 | I | Employee 401K Plan |
| Federal Trust | | | | | 32,615 | D | |

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Corp.
common
Stock

Federal
Trust
Corp.
common
stock

05/08/2007

P

16,533

A

\$
3.92

49,148

D

Federal
Trust
Corp.
common
stock

05/08/2007

P

8,967

A

\$
7.47

58,115

D

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock options | \$ 3.92 | 05/08/2007 | | X | 15,300 | 12/08/2002 12/08/2011 | Common stock | 15,000 |
| Stock Options | \$ 3.92 | 05/08/2007 | | X | 1,233 | 10/01/2003 09/30/2012 | Common stock | 1,209 |
| Stock Options | \$ 7.47 | 05/08/2007 | | X | 8,967 | 10/24/2004 10/23/2013 | Common stock | 8,791 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROBERTS DANIEL C JR

Former Senior VP of Subsidiary

312 WEST FIRST STREET
SANFORD, FL 32771

Signatures

Daniel C.
Roberts

05/14/2007

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).

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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