

ROBERTS DANIEL C JR
Form 4/A
February 07, 2005

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

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)
08/10/2004

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

SANFORD, FL 32771

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
09/02/2004

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Federal Trust Corp. common Stock	08/10/2004		J ⁽⁵⁾		11,000	A	\$ 7.5	14,949	I	Self directed IRA
Federal Trust Corp. common Stock								8,996.644	I	Employee 401K Plan
Federal Trust Corp. common Stock	08/10/2004		J ⁽⁴⁾		3,291	A	\$ 7.5	24,906	D	

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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)	8. Amount or Number of Shares
Stock options	\$ 4					12/08/2002 ⁽¹⁾ 12/08/2011	Common stock	15,000
Stock Options	\$ 4					10/01/2003 ⁽²⁾ 09/30/2012	Common stock	1,209
Stock Options	\$ 7.62					10/24/2004 ⁽³⁾ 10/23/2013	Common stock	8,791

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS DANIEL C JR 312 WEST FIRST STREET SANFORD, FL 32771				Senior VP of Subsidiary

Signatures

Daniel C. Roberts 02/04/2005

**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 in 5 equal installments of 20% each commencing 12/8/2002

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- (2) Exercisable in 5 equal installments of 20% each commencing 10/01/2003
- (3) Exercisable in 5 equal installments of 20% each commencing 10/24/2004
- (4) Share purchase from Secondary Stock Offering
- (5) Share purchase from Secondary Stock Offering

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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