

STEWART DENNIS ROBERT
Form 4
January 16, 2009

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 *
STEWART DENNIS ROBERT

(Last) (First) (Middle)
10 BRIDLE PATH

(Street)

HOLLAND, PA 18966

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TF FINANCIAL CORP [THRD]

3. Date of Earliest Transaction
(Month/Day/Year)
01/14/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/14/2009 | | M | 5,000 | A \$ 20.125 | 17,100 | D |
| Common Stock | 01/14/2009 | | F | 4,377 | D \$ 22.99 | 12,723 | D |
| Common Stock | | | | | | 4,501 | I By ESOP |

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

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number.

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 (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 |
| Right to Buy Options | \$ 20.125 | 01/14/2009 | | M | 5,000 | 05/03/2000 ⁽¹⁾ | 05/03/2009 | Common Stock | 5,000 |
| Right to Buy Options | \$ 20.65 | | | | | 10/22/2009 ⁽²⁾ | 10/22/2015 | Common Stock | 5,000 |
| Right to Buy Options | \$ 13.25 | | | | | 01/03/2001 ⁽³⁾ | 01/03/2010 | Common Stock | 2,000 |
| Right to Buy Options | \$ 20.3 | | | | | 12/12/2002 ⁽⁴⁾ | 12/12/2011 | Common Stock | 3,000 |
| Right to Buy Options | \$ 25.35 | | | | | 12/20/2003 ⁽⁵⁾ | 12/20/2012 | Common Stock | 1,500 |
| Right to Buy Options | \$ 34.14 | | | | | 12/17/2004 ⁽⁶⁾ | 12/17/2013 | Common Stock | 2,500 |
| Right to Buy Options | \$ 28.48 | | | | | 12/16/2006 ⁽⁷⁾ | 12/16/2010 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STEWART DENNIS ROBERT 10 BRIDLE PATH HOLLAND, PA 18966 | | | Executive Vice President | |

Signatures

Dennis R.
Stewart

01/16/2009

 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) These Stock Options vest over 5 years starting 5/3/00.
- (2) These Stock Options vest over 5 years starting 10/22/09.
- (3) These Stock Options vest over 5 years starting 1/3/01.
- (4) These Stock Options vest over 5 years starting 12/12/02.
- (5) These Stock Options vest over 5 years starting 12/20/03.
- (6) These Stock Options vest over 5 years starting 12/17/04.
- (7) These Stock Options vest over 3 years starting 12/16/06.

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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