

FENTURA FINANCIAL INC  
Form 8-K  
February 13, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 13, 2012 (February 10, 2012)

**Fentura Financial, Inc.**

(Exact name of registrant as specified in its charter)

Michigan

(State or other jurisdiction of incorporation)

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**0-23550**  
(Commission File Number)

**38-2806518**  
(IRS Employer Identification No.)

**175 North Leroy Street**  
**P.O. Box 725**  
**Fenton, Michigan**  
(Address of Principal Executive Offices)

**48430-0725**  
(Zip Code)

**Registrant's telephone number, including area code (810) 629-2263**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 10, 2012, Douglas Kelley, Senior Vice President and Chief Financial Officer, announced that he was resigning his position to pursue other interests. Mr. Kelley's last day with the Company will be February 23, 2012. No payments pursuant to the Severance Compensation Agreement between Mr. Kelley and the Company dated July 24, 2008 will be paid by the Company.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FENTURA FINANCIAL, INC.  
(Registrant)

By: /s/ Ronald L. Justice  
Ronald L. Justice, Senior Vice President  
Governance & Investor Relations

Dated: February 13, 2012