#### MICROFINANCIAL INC

Form 4

February 19, 2008

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response... 0.5

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* HARDER TORRENCE C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

MICROFINANCIAL INC [MFI]

Symbol

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

\_X\_\_ Director

10-M COMMERCE WAY

(Month/Day/Year)

02/15/2008

Officer (give title below)

\_X\_\_ 10% Owner \_ Other (specify

(Street)

(Stata)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WOBURN, MA 01801

(City)

| (City)                               | (State)                              | (Zip) Tab   | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |                |     |  |  |  |  |
|--------------------------------------|--------------------------------------|---|--|---|----------------|-----|--|--|--|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8)   | 4. SecurionAcquired Disposed (Instr. 3, | (A) o<br>of (D | )   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock                      | 02/15/2008                           |   | A  | 5,000<br>(1)                            | A              | \$0 | 1,151,521  | D  |  |  |
| Common<br>Stock                      |                                      |   |  |   |                |     | 92,200   | I  | By Ashley Jane<br>Harder Trust                                 |  |
| Common<br>Stock                      |                                      |   |  |   |                |     | 92,200   | I  | By Lauren<br>Elizabeth<br>Harder Trust                         |  |
| Common<br>Stock                      |                                      |   |  |   |                |     | 276,045  | I  | By<br>Entrepreneurial<br>Ventures, Inc                         |  |

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 2.          | 3. Transaction Date                                 | 3A. Deemed  | 4.   | 5.  | 6. Date Exer   | cisable and   | 7. Title a   | and  | 8. Price of  | 9. Nı   |
|-------------|---|---|--|---|--|---|--|--|--|---|
| Conversion  | (Month/Day/Year)                                    | Execution Date, if  | Transaction  | orNumber  | Expiration D   | ate   | Amount   | of   | Derivative   | Deriv   |
| or Exercise |   | any   | Code   | of  | (Month/Day   | /Year)  | Underlyi   | ing  | Security   | Secu  |
| Price of    |   | (Month/Day/Year)  | (Instr. 8)   | Derivativ   | e  |   | Securitie  | es   | (Instr. 5)   | Bene  |
| Derivative  |   |   |  | Securities  | 1  |   | (Instr. 3  | and 4)   |  | Own   |
| Security    |   |   |  | Acquired  |  |   |  |  |  | Follo   |
|             |   |   |  | (A) or  |  |   |  |  |  | Repo  |
|             |   |   |  | Disposed  |  |   |  |  |  | Tran  |
|             |   |   |  | of (D)  |  |   |  |  |  | (Inst   |
|             |   |   |  | (Instr. 3,  |  |   |  |  |  |   |
|             |   |   |  | 4, and 5)   |  |   |  |  |  |   |
|             |   |   |  |   |  |   | Δ  | mount  |  |   |
|             |   |   |  |   |  |   | Or   |  |  |   |
|             |   |   |  |   | Date Expiration Exercisable Date   | Expiration  |  |  |  |   |
|             |   |   |  |   |  |   |  |  |  |   |
|             |   |   | Code V   | (A) (D)   |  |   |  |  |  |   |
|             | Conversion<br>or Exercise<br>Price of<br>Derivative | Conversion (Month/Day/Year) or Exercise Price of Derivative | Conversion (Month/Day/Year) Execution Date, if or Exercise any (Month/Day/Year) Derivative | Conversion (Month/Day/Year) Execution Date, if any Code Price of (Month/Day/Year) (Instr. 8)  Derivative Security | Conversion or Exercise any Code of Price of Derivative Security Acquired (A) or Disposed of (D) (Instr. 3, | Conversion or Exercise Price of Derivative Security  Execution Date, if any Code of (Month/Day/Pear) (Instr. 8) Derivative Security  Execution Date, if Code of (Month/Day/Pear) (Instr. 8) Derivative Securities  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable | Conversion (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code of (Month/Day/Year)  Price of Derivative Security Securities Security Security Security Security Security Security Securities Security Security Securities Security Securities Security Securities Security Securities | Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underly Code of (Month/Day/Year) Underly Securities  Price of Derivative Securities  Security Securities  Securities (Instr. 3)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Date Amount (Month/Day/Year) Underly Securities  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Conversion of Exercise Price of Price of Derivative Security Securities Securitie | Conversion of Exercise of Execution Date, if any any (Month/Day/Year) or Exercise Price of Derivative Security  Security  Execution Date, if any (Month/Day/Year) of Exercise Price of Code of (Month/Day/Year) (Instr. 8) Derivative Securities Securities (Instr. 3 and 4)  Securities (Instr. 3 and 4)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Date (Month/Day/Year) Underlying Security (Instr. 5)  Derivative Securities (Instr. 3 and 4)  Disposed of (D) (Instr. 3, 4, and 5)  Amount or Disposed of (D) (Instr. 3, 4, and 5) |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| <b>FB</b>                      | Director      | 10% Owner | Officer | Other |  |  |  |
| HARDER TORRENCE C              |               |           |         |       |  |  |  |
| 10-M COMMERCE WAY              | X             | X         |         |       |  |  |  |
| WOBURN, MA 01801               |               |           |         |       |  |  |  |

# **Signatures**

Gerald P. Hendrick as 02/19/2008 attorney-in-fact

\*\*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).
- The shares reported have been issued to Mr. Harder as compensation for his service as a director of Microfinancial Incorporated. The award is fully vested on the grant date.

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

Reporting Owners 2