

FEDERAL TRUST CORP  
 Form 4  
 May 10, 2006

**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 \*  
**SUSKIEWICH JAMES**

(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)  
**05/08/2006**

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)  
 Chairman, President, and CEO

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   |
| Common Stock                    | 05/08/2006                           |  | P                              |   | 509   | A  | \$ 11.8   |
| Common Stock                    |                                      |  |                                |   |   |  | 26,078  |
| Common Stock                    |                                      |  |                                |   |   |  | 196,649   |
| Common Stock                    |                                      |  |                                |   |   |  | 1,939   |
| Common Stock                    | 03/28/2006 <sup>(1)</sup>            |  | P                              |   | 12,419  | A  | \$ 11.96  |
| Common Stock                    | 11/29/2005                           |  | S <sup>(2)</sup>               |   | 4,800   | D  | \$ 11.35  |
|                                 |                                      |  |                                |   |   |  | 175,452   |
|                                 |                                      |  |                                |   |   |  | 199,588   |

Trust  
Corporation  
Employee  
Stock  
Ownership  
Plan

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock Options                       | \$ 7.62  |                                      |  |                                |   | 10/24/2004 10/23/2013                                    | Stock Options   | 50,000                        |
| Common Stock Options                       | \$ 4   |                                      |  |                                |   | 10/01/2003 09/30/2012                                    | Stock Options   | 10,587                        |
| Common Stock Options                       | \$ 10.12   |                                      |  |                                |   | 05/06/2005 05/06/2015                                    | Stock Options   | 50,000                        |
| Common Stock Options                       | \$ 10.2  |                                      |  |                                |   | 11/18/2006 <sup>(3)</sup> 11/18/2015                     | Stock Options   | 100,000                       |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                              |       |
|--------------------------------|---------------|-----------|------------------------------|-------|
|                                | Director      | 10% Owner | Officer                      | Other |
|                                | X             |           | Chairman, President, and CEO |       |

SUSKIEWICH JAMES  
312 WEST FIRST STREET  
SANFORD, FL 32771

## Signatures

James V.  
Suskiewich

05/10/2006

\*\*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) Various transaction dates in conjunction with bi-weekly company payroll
  - (2) Shares sold for employee distribution
  - (3) 50,000 exercisable immediately; 50,000 shares exercisable over 3 years at 33.3% per year

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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