

STEWART DENNIS ROBERT  
Form 4  
January 16, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control**

SEC 1474  
(9-02)

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

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.