

FENTURA FINANCIAL INC
 Form 5/A
 March 07, 2006

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
KELLEY DOUGLAS J

2. Issuer Name and Ticker or Trading Symbol
**FENTURA FINANCIAL INC
 [FETM]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

175 NORTH LEROY STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/02/2006

6. Individual or Joint/Group Reporting

(check applicable line)

PENTON, MI 48430

Form Filed by One Reporting Person
 ___ Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (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) Price | | | |
| Common Stock | 04/11/2005 | ^ | P | 5.0887 A \$ 34.39 | 115.0887 (1) | D | ^ |
| Common Stock | 04/22/2005 | ^ | A | 0.0358 A \$ 34.05 | 115.1245 (2) | D | ^ |
| Common Stock | 07/15/2005 | ^ | P | 6.3196 A \$ 33.23 | 121.4441 (1) | D | ^ |
| Common Stock | 07/22/2005 | ^ | A | 0.0828 A \$ 33.23 | 121.5269 (2) | D | ^ |

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| | | | | | | | | | |
|--------------|------------|---|---|--------|---|----------|-----------------|---|---|
| Common Stock | 10/14/2005 | Â | P | 7.2593 | A | \$ 33.75 | 128.7862 (1) | D | Â |
| Common Stock | 10/21/2005 | Â | A | 0.1336 | A | \$ 33.75 | 128.9198 (2) | D | Â |

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

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(9-02)

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. Price of Derivative Security (Instr. 5) | 9. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------------|
| | Director | 10% Owner | Officer | Other |
| KELLEY DOUGLAS J 175 NORTH LEROY STREET PENTON, MI 48430 | Â | Â | Â | Chief Financial Officer |

Signatures

/s/ Ronald L. Justice, as Attorney in Fact for Douglas J. Kelley

03/07/2006

__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) Shares purchased under payroll deduction plan.

(2) Shares acquired under the dividend reinvestment plan.

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