

LIETO DONALD M
Form 4
January 31, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2011
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 *
LIETO DONALD M

(Last) (First) (Middle)
102 E. FRONT ST.

(Street)

MONROE, MI 48161

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MBT FINANCIAL CORP [MBTF]

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2011

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	39,160.934	D	

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 number.

SEC 1474 (9-02)

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

Edgar Filing: LIETO DONALD M - Form 4

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 13.85					<u>(1)</u>	01/02/2012	Common Stock	3,333
Employee Stock Option (right to buy)	\$ 13.2					<u>(2)</u>	01/02/2013	Common Stock	6,667
Employee Stock Option (right to buy)	\$ 16.69					<u>(3)</u>	01/02/2014	Common Stock	11,000
Employee Stock Option (right to buy)	\$ 23.4					<u>(4)</u>	01/03/2015	Common Stock	11,000
Employee Stock Option (right to buy)	\$ 16.24					<u>(5)</u>	01/03/2016	Common Stock	5,800
Employee Stock Option (right to buy)	\$ 15.33					<u>(6)</u>	01/03/2017	Common Stock	5,800
Stock Appreciation Rights (stock only)	\$ 8.53					<u>(7)</u>	06/04/2018	Common Stock	5,800
Stock Appreciation Rights (stock only)	\$ 3.03					<u>(8)</u>	01/02/2019	Common Stock	5,800
Stock Appreciation Rights (stock only)	\$ 1.85	01/27/2011		A	5,800	<u>(9)</u>	01/27/2021	Common Stock	5,800

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: LIETO DONALD M - Form 4

Director 10% Owner Officer Other

LIETO DONALD M
102 E. FRONT ST.
MONROE, MI 48161

Executive Vice President

Signatures

Donald M. Lieto 01/31/2011

__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) The option vests in three equal annual installments beginning on December 31, 2002.
- (2) The option vests in three equal annual installments beginning on December 31, 2003.
- (3) The option vests in three equal annual installments beginning on December 31, 2004.
- (4) The option vests in three equal annual installments beginning on December 31, 2005.
- (5) The option vests in three equal annual installments beginning on December 31, 2006.
- (6) The option vests in three equal annual installments beginning on December 31, 2007.
- (7) The Stock Appreciation Rights vest in three equal annual installments beginning on December 31, 2008.
- (8) The Stock Appreciation Rights vest in three equal annual installments beginning on December 31, 2009.
- (9) The Stock Appreciation Rights vest in three equal annual installments beginning on January 27, 2012.

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.