

MORR JAMES E
Form 4
May 25, 2012

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 *
MORR JAMES E

(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)
02/23/2012

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	83,500	D	

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)

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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 Share
Employee Stock Option (right to buy)	\$ 13.2					<u>(1)</u>	01/02/2013	Common Stock	5,500
Employee Stock Option (right to buy)	\$ 16.69					<u>(2)</u>	01/02/2014	Common Stock	12,500
Employee Stock Option (right to buy)	\$ 23.4					<u>(3)</u>	01/03/2015	Common Stock	12,500
Employee Stock Option (right to buy)	\$ 16.24					<u>(4)</u>	01/03/2016	Common Stock	5,800
Employee Stock Option (right to buy)	\$ 15.33					<u>(5)</u>	01/03/2017	Common Stock	5,800
Stock Appreciation Rights (stock only)	\$ 8.53					<u>(6)</u>	06/04/2018	Common Stock	5,800
Stock Appreciation Rights (stock only)	\$ 3.03					<u>(7)</u>	01/02/2019	Common Stock	5,800
Stock Appreciation Rights (stock only)	\$ 1.85					<u>(8)</u>	01/27/2021	Common Stock	5,000
Stock Appreciation Rights (stock only)	\$ 1.85	02/23/2012		A	5,000	<u>(9)</u>	02/23/2022	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORR JAMES E 102 E. FRONT ST MONROE, MI 48161			Executive Vice President	

Signatures

James E. Morr 05/25/2012

__Signature of Date
Reporting Person

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, 2003.
- (2) The option vests in three equal annual installments beginning on December 31, 2004.
- (3) The option vests in three equal annual installments beginning on December 31, 2005.
- (4) The option vests in three equal annual installments beginning on December 31, 2006.
- (5) The option vests in three equal annual installments beginning on December 31, 2007.
- (6) The Stock Appreciation Rights vest in three equal annual installments beginning on December 31, 2008.
- (7) The Stock Appreciation Rights vest in three equal annual installments beginning on December 31, 2009.
- (8) The Stock Appreciation Rights vest in three equal annual installments beginning on December 31, 2011.
- (9) The Stock Appreciation Rights vest in three equal annual installments beginning on December 31, 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.