

TANDY LEATHER FACTORY INC  
 Form 5  
 February 17, 2015

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
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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 \*  
**MARTIN L EDWARD III**

(Last) (First) (Middle)

3712 POTOMAC AVENUE

(Street)

FORT WORTH, TX 76107

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TANDY LEATHER FACTORY INC [TLF]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2014

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)

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| COMMON STOCK, PV \$0.0024       | Â                                    | Â  | Â                              | Â   | Â          | Â     | 500  | D  | Â   |
| COMMON STOCK, PV \$0.0024       | Â                                    | Â  | Â                              | Â   | Â          | Â     | 500  | I  | BY IRA  |
| COMMON STOCK, PV \$0.0024       | Â                                    | Â  | Â                              | Â   | Â          | Â     | 1,619 (2)  | D  | Â   |

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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<br>(Instr. 3)           | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Underlying Security<br>(Instr. 3 and 4) |
|---|--|---|---|-----------------------------------|--|---|--|
| NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)<br><u>(1)</u> | \$ 5.3   | Â                                       | Â   | Â                                 | Â Â  | 11/28/2010 05/28/2020                                       | COMMON STOCK PV \$0.0024                             |
| NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)<br><u>(1)</u> | \$ 4.8   | Â                                       | Â   | Â                                 | Â Â  | 09/22/2011 03/22/2021                                       | COMMON STOCK, PV \$0.0024                            |
| NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)<br><u>(1)</u> | \$ 5.27  | Â                                       | Â   | Â                                 | Â Â  | 09/22/2012 03/22/2022                                       | COMMON STOCK, PV \$0.0024                            |
| NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)<br><u>(1)</u> | \$ 6.87  | Â                                       | Â   | Â                                 | Â Â  | 09/22/2013 03/22/2023                                       | COMMON STOCK PV \$0.0024                             |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MARTIN L EDWARD III<br>3712 POTOMAC AVENUE<br>FORT WORTH, TX 76107 | Â X           | Â         | Â       | Â     |

## Signatures

L EDWARD  
MARTIN III

02/13/2015

\_\_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) GRANTED PURSUANT TO THE 2007 DIRECTOR NON-QUALIFIED STOCK OPTION PLAN OF TANDY LEATHER FACTORY, INC. IN A TRANSACTION EXEMPT UNDER RULE 16B-3.
- THE SHARES WERE ACQUIRED PURSUANT TO A GRANT OF RESTRICTED STOCK UNDER THE TANDY LEATHER
- (2) FACTORY INC 2013 RESTRICTED STOCK PLAN. THE AWARD VESTS IN FOUR EQUAL ANNUAL INSTALLMENTS BEGINNING FEBRUARY 12, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.