LUFKIN KENT C Form 4

December 16, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LUFKIN KENT C Issuer Symbol TF FINANCIAL CORP [THRD] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 14 E. HENRY STREET 12/16/2005 below) President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PALMYRA, NJ 08065 Person

(City)	(State)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Dis						f, or Beneficial	ly 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. Securit on(A) or Dis (Instr. 3, 4)	spose	d of (D)	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)
Common Stock	12/16/2005		A	7,500	A	\$ 28.48	7,500	I	By Stock Grant

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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Derivative Security (Instr. 3)		Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	or Disposed of (D) (Instr. 3, 4,	Expiration Date (Month/Day/Year)		Underlying Securitie (Instr. 3 and 4)	
					Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
	Right to Buy/Option	\$ 28.48	12/16/2005		A	50,000	12/16/2006	12/16/2010	Common Stock	50,00

5. Number of

6. Date Exercisable and

7. Title and Amount

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LUFKIN KENT C

1. Title of

14 E. HENRY STREET President and CEO

3. Transaction Date 3A. Deemed

PALMYRA, NJ 08065

Signatures

Kent C. Lufkin 12/16/2005

**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).

Remarks:

Stock Award Vesting over 3 years starting 12/16/2006.Owns 8591 shares directly.Owns 1598 by ESOP Trust.Owns 365 by M

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.

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