

MBT FINANCIAL CORP  
Form 4  
March 11, 2014

**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 \*  
MISTOR AUDREY

(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)  
03/07/2014

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)  
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 Reported (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Transaction(s) Price			
				Code	V	Amount	(D)	Price

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

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SEC 1474  
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights (stock only)	\$ 3.03								(1)	01/02/2019	Common Stock	1,500
Stock Appreciation Rights (stock only)	\$ 1.85								(2)	01/27/2021	Common Stock	4,000
Stock Appreciation Rights (stock only)	\$ 1.85								(3)	02/23/2022	Common Stock	4,000
Stock Appreciation Rights (stock only)	\$ 2.35								(4)	01/02/2023	Common Stock	4,000
Stock Appreciation Rights (stock only)	\$ 4.9	03/07/2014			A		5,000		(5)	03/07/2024	Common Stock	5,000

## Reporting Owners

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

## Signatures

Audrey Mistor                      03/11/2014  
 \*\*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 Stock Appreciation Rights vest in three equal annual installments beginning on December 31, 2009.

(2) The Stock Appreciation Rights vest in three equal annual installments beginning on December 31, 2011.

(3) The Stock Appreciation Rights vest in three equal annual installments beginning on December 31, 2012.

(4) The Stock Appreciation Rights vest in three equal annual installments beginning on December 31, 2013.

(5) The Stock Appreciation Rights vest in three equal annual installments beginning on December 31, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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