

TF FINANCIAL CORP
Form SC 13G/A
January 30, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT
TO RULE 13d-2(b)
(Amendment No. 8)*

TF Financial Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

872391 10 7
(CUSIP Number)

October 22, 2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of the cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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CUSIP No 872391 10 7

Schedule 13G

Page 2 of 4 Pages

1. Name of Reporting Person
S.S. or I.R.S. Identification Number of above person:

Third Federal Savings Bank
Employee Stock Ownership Plan

2. Check the appropriate box if a member of a group*

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization: Pennsylvania

Number of Shares Beneficially Owned by Each Reporting Person with:

5. Sole Voting Power: 0

6. Shared Voting Power: 316,722

7. Sole Dispositive Power: 0

8. Shared Dispositive Power: 316,722

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 316,722

10. Check Box If The Aggregate Amount in Row (9) Excludes Certain Shares*

11. Percent of Class Represented by Amount in Row 9: 11.87 %

12. Type of Reporting Person*: EP

* SEE INSTRUCTION

Item 1(a) Name of Issuer: TF Financial Corporation

(Item 1(b) Address of Issuer's Principal Executive Offices:

3 Penns Trail
Newtown, Pennsylvania 18940

Item 2(a) Name of Person Filing

Third Federal Savings Bank
Employee Stock Ownership Plan

Item 2(b) Address of Principal Business Office: Same as Item 1(b)

Item 2(c) Citizenship: Pennsylvania

Item 2(d) Title of Class of Securities: Common Stock

Item 2(e) CUSIP Number: 872391 10 7

Item 3 Check whether the person filing is a:

Item 3(f) Employee Benefit Plan, in accordance with Rule 13d-1(b)(1)(ii)(F).

Item 3(j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 3(a)(b)(c)(d)(e)(g)(h)(i) - not applicable.

Item 4(a) Amount Beneficially Owned: 316,722

Item 4(b) Percent of Class: 11.87 %