

TRI COUNTY FINANCIAL CORP /MD/
Form 4
November 24, 2008

FORM 4

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

OMB APPROVAL

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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 *
MIDDLETON MICHAEL L

2. Issuer Name and Ticker or Trading Symbol
TRI COUNTY FINANCIAL CORP /MD/ [TCFC.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3035 LEONARDTOWN ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

WALDORF, MD 20601

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 11/20/2008 | | G | V 1,315 D \$ 0 | 162,151 | D | |
| Common Stock | 11/20/2008 | | G | V 1,315 D \$ 0 | 160,836 | D | |
| Common Stock | 11/20/2008 | | G | V 1,000 D \$ 0 | 159,836 | D | |
| Common Stock | 11/20/2008 | | G | V 1,000 D \$ 0 | 158,836 | D | |
| Common Stock | | | | | 4,402 | I | By Spouse's IRA |

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| | | | |
|--------------|--------|---|-----------|
| Common Stock | 69,351 | I | By Spouse |
| Common Stock | 4,535 | I | By IRA |
| Common Stock | 39,211 | I | By ESOP |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (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) | 8. Price of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 7.91 | | | | | 12/31/2000 12/31/2010 | Common Stock | 6,976 | |
| Stock Option (Right to Buy) | \$ 7.85 | | | | | 12/31/2001 12/31/2011 | Common Stock | 11,812 | |
| Stock Option (Right to Buy) | \$ 11.56 | | | | | 12/31/2002 12/31/2012 | Common Stock | 6,412 | |
| Stock Option (Right to Buy) | \$ 12.74 | | | | | 02/04/2004 12/31/2013 | Common Stock | 14,286 | |
| Stock Option | \$ 15.89 | | | | | 12/27/2004 12/27/2014 | Common Stock | 20,164 | |

