

Edgar Filing: THIRD CENTURY BANCORP - Form SC 13G/A

THIRD CENTURY BANCORP  
Form SC 13G/A  
February 07, 2007

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment 2)\*

Third Century Bancorp  
-----  
(Name of Issuer)

Common Stock, without par value  
-----  
(Title of Class of Securities)

884120 10 6  
-----  
(CUSIP Number)

December 31, 2006  
-----  
(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 this 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).

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CUSIP NO. 884120 10 6

13G

Page 2 of 5 Pages

1 Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)

Third Century Bancorp  
Employee Stock Ownership Plan Trust

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) \_\_\_\_\_  
(b)   x  

3 SEC Use Only

4 Citizenship or Place of Organization  
Indiana

Number of Shares 5 Sole Voting Power  
Beneficially Owned by  
Each Reporting Person 104,994  
With:

6 Shared Voting Power  
26,185

7 Sole Dispositive Power  
131,179

8 Shared Dispositive Power  
0

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
131,179

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

N/A

11 Percent of Class Represented by Amount in Row (9)  
7.9% of 1,653,125 shares of Common Stock outstanding as of

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December 31, 2006.

-----  
12 Type of Reporting Person (See Instructions)

EP  
=====

CUSIP NO. 884120 10 6

13G

Page 3 of 5 Pages

Item 1

(a) Name of Issuer

Third Century Bancorp

(b) Address of Issuer's Principal Executive Offices

80 East Jefferson Street  
Franklin, Indiana 46131

Item 2

(a) Name of Person Filing

Third Century Bancorp  
Employee Stock Ownership Plan Trust  
Trustee: HomeFederal Bank

(b) Address of Principal Business Office

501 Washington Street  
Columbus, Indiana 47201

(c) Citizenship or Place of Organization

Indiana

(d) Title of Class of Securities

Common Stock, without par value

(e) CUSIP Number

884120 10 6

Item 3.

If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b, or (c), check whether the person filing is a:

(f)  An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b) (1) (ii) (F).

Item 4.

Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 131,179.

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(b) Percent of class: 7.9%.

(c) Number of shares as to which the person has:

CUSIP NO. 32020 V 100

13G

Page 4 of 5 Pages

- (i) Sole power to vote or to direct the vote 104,994.
- (ii) Shared power to vote or to direct the vote 26,185.
- (iii) Sole power to dispose or to direct the disposition of 131,179.
- (iv) Shared power to dispose or to direct the disposition of 0.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable

Item 8. Identification and Classification of Members of the Group

The reporting person is an employee benefit plan subject to the provisions of the Employee Retirement Income Security Act of 1974.

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 884120 10 6

Page 5 of 5 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

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certify that the information set forth in this statement is true, complete and correct.

Date: February 6, 2007

THIRD CENTURY BANCORP  
EMPLOYEE STOCK  
OWNERSHIP PLAN TRUST

By: HomeFederal Bank, as Trustee

/s/ Seth A. Keele  
Name: Seth A. Keele  
Title: Trust Officer