HARDER TORRENCE C
Form 4
February 02, 2012

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARDER TORRENCE C

(Last) (First) (Middle)

16 NEW ENGLAND EXECUTIVE PARK, SUITE 200

(Street)

BURLINGTON, MA 01803

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MICROFINANCIAL INC [MFI]

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/02/2011		G	V	31,483	D	$ 0	1,176,125	D	
Common Stock	09/02/2011		J	V	31,483	A	$ 0	123,683	I	By Ashley Jane Harder Trust
Common Stock	09/02/2011		G	V	31,483	D	$ 0	1,144,642	D	
Common Stock	09/02/2011		J	V	31,483	A	$ 0	123,683	I	By Lauren Elizabeth Harder Trust
Common Stock	09/02/2011		G	V	31,483	D	$ 0	1,113,159	D	

Common Stock	09/16/2011		G	V	50,000	D	$ 0	1,063,159	D	
Common Stock	12/27/2011		G	V	400,000 (1)	D	$ 0	663,159	D	
Common Stock	12/27/2011		J	V	400,000 (1)	A	$ 0	400,000	I	Through LLC (1)
Common Stock	01/31/2012		A		6,364 (2)	A	$ 0	669,523	D	
Common Stock								276,045	I	By Entrepreneurial Ventures, Inc.

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 (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 Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARDER TORRENCE C 16 NEW ENGLAND EXECUTIVE PARK SUITE 200 BURLINGTON, MA 01803	X	X		

Signatures

/s/ Eugene W. McDermott as attorney-in-fact	02/02/2012
**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).

(1) These shares were gifted by the reporting person on December 27, 2011 to a Limited Liability Company of which the reporting person is managing member, and the other members of which are trusts for the benefit of family members of the reporting person.

(2) The shares reported were issued to Mr. Harder as compensation for his service as a director of Microfinancial Incorporated. The award is fully vested on the grant date.

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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