

MARTIN L EDWARD III

Form 5

February 11, 2013

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
MARTIN L EDWARD III

(Last) (First) (Middle)

3712 POTOMAC AVENUE

(Street)

FORT WORTH, TX 76107

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolTANDY LEATHER FACTORY
INC [TLF]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20124. 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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK, PV \$0.0024	Â	Â	Â	Â Â Â Amount (D) Price	500	D	Â
COMMON STOCK, PV \$0.0024	Â	Â	Â	Â Â Â Amount (D) Price	500	I	BY IRA

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.**SEC 2270
(9-02)

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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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY) (1)	\$ 5.3	Â	Â	Â	Â Â	11/28/2010 05/28/2020	COMMON STOCK PV \$0.0024
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY) (1)	\$ 4.41	Â	Â	Â	Â Â	04/08/2011 10/08/2020	COMMON STOCK PV \$0.0024
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY) (1)	\$ 4.8	Â	Â	Â	Â Â	09/22/2011 03/22/2021	COMMON STOCK, PV \$0.002
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY) (1)	\$ 5.27	Â	Â	Â	Â Â	09/22/2012 03/22/2022	COMMON OSTCK, PV \$0.002

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN L EDWARD III 3712 POTOMAC AVENUE FORT WORTH, TX 76107	Â X	Â	Â	Â

Signatures

L EDWARD
MARTIN III 02/11/2013

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) GRANTED PURSUANT TO THE 2007 DIRECTOR NON-QUALIFIED STOCK OPTION PLAN OF TANDY LEATHER FACTORY, INC. IN A TRANSACTION EXEMPT UNDER RULE 16B-3.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.