

First Federal of Northern Michigan Bancorp, Inc.
 Form 4
 November 07, 2008

FORM 4

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

OMB APPROVAL

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

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 *
MAHLER MICHAEL W

2. Issuer Name and Ticker or Trading Symbol
First Federal of Northern Michigan Bancorp, Inc. [FFNM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 S SECOND AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2008

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

ALPENA, MI 49707

(City) (State) (Zip)

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

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)
Common Stock, par value \$0.01 per share	11/05/2008		P	100 A	\$ 3.2 8,584 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share					3,034	I	By 401(k)
Common Stock, par value \$0.01 per share					25	I	By child

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

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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 or Amount of Underlying Securities (Instr. 3 and 4)
Stock Options	\$ 9.2					03/14/2007 03/14/2016	Common Stock	2,500 <u>(2)</u>
Stock Options	\$ 9.65					05/17/2007 05/17/2016	Common Stock	18,400 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAHLER MICHAEL W 100 S SECOND AVENUE ALPENA, MI 49707	X		President and CEO	

Signatures

/s/ Robert B. Pomerenk, pursuant to power of attorney 11/06/2008

__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) Includes 8,300 shares of restricted stock that vest over a five year period, commencing on May 17, 2006, at a rate of 20% per year.

(2) Represents stock options that vest over a five year period, commencing on March 14, 2006, at the rate of 20% per year.

(3) Represents stock options that vest over a five year period, commencing on May 17, 2006, at the rate of 20% per year.

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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