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CENTRAL FEDERAL CORP
Form S-8
May 27, 2004

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As filed with the U.S. Securities and Exchange Commission on May 27, 2004
Registration No. 333-_____

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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

CENTRAL FEDERAL CORPORATION
(exact name of registrant as specified in its articles of incorporation)

DELAWARE
(state or other jurisdiction of
incorporation or organization)

34-1877137
(IRS Employer Identification No.)

601 MAIN STREET
WELLSVILLE, OHIO 43968
(330) 532-1517
(Address, including zip code, and telephone
number, including area code, of registrant's principal executive offices)

AMENDED AND RESTATED
CENTRAL FEDERAL CORPORATION
2003 EQUITY COMPENSATION PLAN

(Full Title of the Plan)

ELOISE L. MACKUS
SENIOR VICE PRESIDENT,
GENERAL COUNSEL AND SECRETARY
CENTRAL FEDERAL CORPORATION
2923 SMITH ROAD
FAIRLAWN, OHIO 44333
(330) 666-7979

(Name, address, including zip code, and telephone
number, including area code, of agent for service)

COPIES TO:
JOHN R. HALL, ESQ.
SUZANNE A. WALKER, ESQ.
MULDOON MURPHY FAUCETTE & AGUGGIA LLP
5101 WISCONSIN AVENUE, N.W.
WASHINGTON, DC 20016
(202) 362-0840

If any of the securities being registered on this Form are to be offered
on a delayed or continuous basis pursuant to Rule 415 under the Securities Act
of 1933, check the following box. / X /

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Title of each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Offering Price Per Share	Proposed Maximum Aggregate Offering Price (3)
Common Stock \$.01 par Value	100,000 Shares (2)	\$13.30 (3)	\$1,330,000

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- (1) Together with an indeterminate number of additional shares which may be necessary to adjust the number of shares reserved for issuance pursuant to the Amended and Restated Central Federal Corporation 2003 Equity Compensation Plan, as a result of a stock split, stock dividend or similar adjustment of the outstanding common stock of Central Federal Corporation pursuant to 17 CFR ss.230.416(a).
- (2) Represents the shares which may be issued as stock awards or upon the exercise of options to purchase shares of Central Federal Corporation common stock to be granted under the Plan.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee. Pursuant to Rule 457(c) under the Securities Act of 1933, as amended (the "Securities Act"), the price per share is the average trading price of the common stock, \$.01 par value per share (the "Common Stock"), of Central Federal Corporation (the "Registrant"), as reported on the Nasdaq National Market on May 25, 2004.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE IMMEDIATELY UPON FILING IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933, AS AMENDED, (THE "SECURITIES ACT") AND 17 C.F.R. SS.230.462.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

EXPLANATORY NOTE

The contents of the previously filed Registration Statement for Central Federal Corporation (formerly Grand Central Financial Corp.) dated May 23, 2003 (Registration No. 333-105515), is hereby incorporated by reference. This registration statement is being filed to register 100,000 additional shares of Central Federal Corporation common stock.

Item 8. Exhibits

The following exhibits are filed with or incorporated by reference into this Registration Statement on Form S-8 (numbering corresponds generally to Exhibit Table in Item 601 of Regulation S-K):

No.

Exhibit

5.0

Opinion of Muldoon Murphy Faucette & Aguggia LLP, Washington, D.C., a legality of the common stock registered hereby.

10.0

Amended and Restated Central Federal Corporation 2003 Equity Compensat

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- 23.1 Consent of Crowe Chizek and Company LLC
- 23.2 Consent of Muldoon Murphy Faucette & Aguggia LLP (see Exhibit 5).
- 24.0 Power of attorney (see signature pages).

(1) Incorporated herein by reference from Exhibit A to the Proxy Statement on form DEF 14A (SEC File No. 000-25045) filed with the SEC on March 12, 2004.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Central Federal Corporation hereby certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Akron, Ohio on May 27, 2004.

CENTRAL FEDERAL CORPORATION

By: /s/ Eloise L. Mackus

Eloise L. Mackus
Secretary

The undersigned directors and officers of Central Federal Corporation (the "Company") hereby constitute and appoint Eloise L. Mackus with full power of substitution and resubstitution, as attorney of the undersigned, to execute and file under the Securities Act of 1933 a registration statement on Form S-8 to register certain shares of the Company's Common Stock which may be issued pursuant to the Amended and Restated Central Federal Corporation 2003 Equity Compensation Plan, and any and all amendments and exhibits thereto and any and all applications or other documents to be filed with the Securities and Exchange Commission, pertaining to such registration statement, with full power and authority to do and perform any and all acts and things whatsoever necessary, appropriate or desirable to be done in the premises, or in the name, place and stead of the said directors and officers, hereby ratifying and approving the acts of said attorney.

Dated the 27th day of May, 2004, unless otherwise indicated.

SIGNATURE

TITLE

/s/ David C. Vernon

David C. Vernon

Chairman, President and Chief Executive Officer
(principal executive officer)

/s/ Therese A. Liutkus

Chief Financial Officer
(principal financial officer and

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Therese A. Liutkus

principal accounting officer)

/s/ Jeffrey W. Aldrich

Director

Jeffrey W. Aldrich

/s/ Thomas P. Ash

Director

Thomas P. Ash

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/s/ W. R. Downing

Director

W. R. Downing

/s/ Gerry W. Grace

Director

Gerry W. Grace

/s/ Jerry F. Whitmer

Director

Jerry F. Whitmer

/s/ Mark S. Allio

Director

Mark S. Allio