

Section 1: S-8 (S-8)

As Filed with the Securities and Exchange Commission on June 25, 2009

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

Registration Statement Under
The Securities Act of 1933

TCF FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

41-1591444

(I.R.S. Employer Identification No.)

200 Lake Street East, Mail Code EX0-03-A, Wayzata, MN 55391-1693

(Address including Zip Code of Principal Executive Offices)

TCF Financial Incentive Stock Program

(Full Title of the Plan)

Joseph T. Green

Senior Vice President and General Counsel

TCF Financial Corporation

200 Lake Street East, MAILCODE EX0-03-A

Wayzata, MN 55391-1693

(952) 475-6498

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Calculation of Registration Fee

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, \$.01 par value	2,000,000 shares (1) (2)	\$12.735 (3)	\$25,470,000	\$1,421.23

(1) The number of shares registered represents the number of additional shares authorized by the Board of Directors and approved by the

stockholders on April 29, 2009.

- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Act"), this statement also covers any additional securities that may be issued as a result of stock splits, stock dividends or similar transactions.
- (3) Pursuant to Rule 457(h) of the Act, the per share price is estimated by the Registrant solely for calculating the registration fee and is based upon the average of the high and low prices for Registrant's common stock, par value \$.01, reported on the New York Stock Exchange on June 23, 2009.

This registration statement shall become effective immediately upon filing with the Securities and Exchange Commission in accordance with Section 8(a) of the Securities Act of 1933 and Rule 462 thereunder.

STATEMENT OF INCORPORATION

This statement relates to the registration of additional securities of the same class for which a registration statement filed on Form S-8 relating to the Program is effective. Accordingly, pursuant to Instruction E, the contents of the following registration statements are hereby incorporated by reference: Registration No. 333-62792 filed on June 12, 2001, and Registration No. 033-63767 filed on October 27, 1995.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

The General Counsel of the Company, who has passed upon the legality of the securities offered hereby, is eligible for participation the Program.

Item 8. Exhibits

EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
5	Opinion and Consent of Joseph T. Green, General Counsel of TCF Financial Corporation, as to the legality of TCF Common Stock
23	Consent of KPMG LLP
24	Power of Attorney

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant 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 the city of Wayzata, state of Minnesota on June 25, 2009.

TCF FINANCIAL CORPORATION

By: /s/ William A. Cooper
William A. Cooper
Chairman and Chief Executive Officer (Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

By: /s/ Thomas F. Jasper
Thomas F. Jasper
Executive Vice President and Chief Financial Officer (Principal Financial Officer)

/s/ David M. Stautz

By: David M. Stautz
Senior Vice President, Controller and Assistant Treasurer
(Principal Accounting Officer)

William A. Cooper, Chairman and Chief Executive Officer*

Luella G. Goldberg, Director*

Gregory J. Pulles, Vice Chairman, Secretary and Director*

George G. Johnson, Director*

Barry N. Winslow, Vice Chairman and Director*

Gerald A. Schwalbach, Director*

William F. Bieber, Director*

Douglas A. Scovanner, Director*

Theodore J. Bigos, Director*

Ralph Strangis, Director*

Thomas A. Cusick, Director*

*By /s/ Joseph T. Green

Joseph T. Green, Attorney-in-fact pursuant to Power of Attorney
attached as Exhibit 24.

Date: June 25, 2009

[\(Back To Top\)](#)

Section 2: EX-5 (EX-5)

Exhibit 5

TCF FINANCIAL COPORATION
200 Lake Street East
Wayzata, MN 55391

General Counsel

June 25, 2009

Securities and Exchange Commission
100 F. St. N.E.
Washington, DC 20549

RE: TCF Financial Incentive Stock Program

Ladies and Gentlemen:

This opinion is furnished in connection with the Registration Statement on Form S-8 (the "Registration Statement"), which is being filed today with the Securities and Exchange Commission by TCF Financial Corporation (the "Company") covering an additional 2,000,000 shares of common stock par value \$.01 per share (the "Common Stock"), to be awarded under the TCF Financial Incentive Stock Program (hereinafter referred to as the "Program"). These shares are in addition to the shares previously registered with the Securities and Exchange Commission for this Program.

I am the General Counsel of the Company. As such, I have examined the Company's Certificate of Incorporation, Bylaws, the Program and such other corporate records and documents as I have considered relevant and necessary for the purpose of this opinion. In my examination, I have assumed the genuineness of all signatures (other than the signatures on behalf of the Company), the legal capacity of natural persons, the authenticity of all documents submitted to me as originals, and the conformity to originals of all documents submitted to me as copies of originals and the authenticity of the originals of such copies. I have participated in the preparation and filing of the Registration Statement. In addition, I am familiar with the proceedings taken or to be taken by the Company with respect to the authorization and proposed issuance of shares of Common Stock pursuant to the Program as contemplated by the Registration Statement and have made such further investigation as I have deemed necessary or appropriate in connection with this opinion. I have assumed that all of the shares of Common Stock covered by the Registration Statement will be issued for the consideration permitted under the Program as currently in effect.

Based on the foregoing, I am of the opinion that: the Company has been duly incorporated and is validly existing and in good standing

under the laws of the State of Delaware; the Company has corporate authority to issue the shares of Common Stock covered by the Registration Statement; and the 2,000,000 shares of Common Stock proposed to be allocated to the Program described in the Registration Statement will, when issued pursuant to the terms of the Program, be duly and validly issued, fully paid and non-assessable.

My opinion set forth above is limited to the General Corporation Law of the State of Delaware and the federal securities laws, each as in effect on the date hereof. I assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if I become aware of any fact that might change the opinion expressed herein after the date hereof.

I hereby consent to the filing of my opinion as Exhibit 5 to the Form S-8 Registration Statement

filed by the Company to effect registration of Common Stock under the Securities Act of 1933, as amended (the "Securities Act"). In giving such consent, I do not thereby admit that I come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the Securities and Exchange Commission thereunder.

Sincerely,

/s/ Joseph T. Green
Joseph T. Green

2

[\(Back To Top\)](#)

Section 3: EX-23 (EX-23)

Exhibit 23

Consent of Independent Registered Public Accounting Firm

The Board of Directors
TCF Financial Corporation:

We consent to the incorporation by reference in the registration statement on Form S-8 of TCF Financial Corporation of our reports dated February 16, 2009, with respect to the consolidated statements of financial condition of TCF Financial Corporation and subsidiaries as of December 31, 2008 and 2007, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2008, and the effectiveness of internal control over financial reporting as of December 31, 2008, which reports appear in the December 31, 2008 annual report on Form 10-K of TCF Financial Corporation.

/s/ KPMG LLP

Minneapolis, Minnesota
June 25, 2009

[\(Back To Top\)](#)

Section 4: EX-24 (EX-24)

Exhibit 24

POWER OF ATTORNEY

I, the undersigned Director/Officer of TCF Financial Corporation, a Delaware corporation, do hereby name, constitute and appoint Neil W. Brown and Joseph T. Green, and each of them, my agent and attorney-in-fact, for me and in my behalf as a Director/Officer of TCF Financial Corporation to sign and execute a Registration Statement on Form S-8, any pre-effective amendments thereto and any post-effective amendments thereto, relating to the registration with the Securities and Exchange Commission of 2,000,000 shares of Common Stock, par value \$.01 per share, of TCF Financial Corporation in connection with the TCF Financial Incentive Stock Program.

Executed this 17th day of April 2009

/s/ William A. Cooper

William A. Cooper, Chief Executive Officer and Chairman of the Board

/s/ Gregory J. Pulles

Gregory J. Pulles, Vice Chairman, Secretary and Director

/s/ William F. Bieber

William F. Bieber, Director

/s/ Thomas A. Cusick

Thomas A. Cusick, Director

/s/ George G. Johnson

George G. Johnson, Director

/s/ Douglas A. Scovanner

Douglas A. Scovanner, Director

/s/ Barry N. Winslow

Barry N. Winslow, Director

/s/ Theodore J. Bigos

Theodore J. Bigos, Director

/s/ Luella G. Goldberg

Luella G. Goldberg, Director

/s/ Gerald A. Schwalbach

Gerald A. Schwalbach, Director

/s/ Ralph Strangis

Ralph Strangis, Director

[\(Back To Top\)](#)