



NORTHEAST INDIANA

Bancorp, Inc.

648 North Jefferson Street
Huntington, Indiana 46750
(260) 356-3311
www.firstfedindiana.com

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON APRIL 28, 2009

An annual meeting of stockholders of Northeast Indiana Bancorp, Inc. (the "Company") will be held on Tuesday, April 28, 2009, at 1:00 p.m., local time at First Federal Savings Bank's North Office located at 100 Frontage Road, Huntington, Indiana:

- (1) **Election of Directors.** To elect two directors of the Company, each with a term of three years.
- (2) **Other Matters.** To consider and vote upon a proposal to transact any other business that properly comes before the annual meeting or any adjournment or postponement of the annual meeting.

The Board of Directors has fixed the close of business on March 17, 2009, as the record date for determining those stockholders entitled to vote at the annual meeting and any adjournment or postponement of the annual meeting. Only stockholders at the close of business on the record date are entitled to notice of, and to vote at, the annual meeting.

A copy of our Annual Report for the fiscal year ended December 31, 2008, is enclosed. The Annual Report is not part of the proxy soliciting material enclosed with this letter, except as otherwise provided herein.

By Order of the Board of Directors

Stephen E. Zahn
Chairman of the Board and Chief Executive Officer

Huntington, Indiana
March 27, 2009

YOUR VOTE IS VERY IMPORTANT.

Whether or not you plan to attend the annual meeting in person, please take the time to vote by completing and marking the enclosed proxy card in the enclosed postage-paid envelope. If you attend the annual meeting, you may still vote in person if you wish, even if you have previously returned your proxy card.

ABOUT THE ANNUAL MEETING

Date, Time and Place of Annual Meeting

Our Board of Directors is asking for your proxy for use at our annual meeting of stockholders to be held on Tuesday, April 28, 2009, at 1:00 p.m., local time, at the Bank's North Office located at 100 Frontage Road, Huntington, Indiana, and at any adjournments or postponement of that meeting.

Matters to be Considered at the Annual Meeting

The purpose of the annual meeting is for you to consider and vote upon the election of two directors to serve until 2012.

Stockholders are also being asked to consider and vote upon any other matters that may properly be submitted to a vote at the meeting or any adjournment or postponement of the annual meeting. The Board is not aware of any other business to be conducted at the annual meeting.

Record Date; Voting Power

You may vote at the annual meeting if you were the record owner of shares of our common stock at the close of business on March 17, 2009, which has been set as the record date. At the close of business on the record date, there were 1,230,670 shares of our common stock, \$.01 par value per share, outstanding. You are entitled to one vote on each matter considered and voted upon at the annual meeting for each share of common stock you held of record at the close of business on the record date.

Quorum

The presence, in person or by proxy, of one-third of our outstanding shares is necessary to constitute a quorum at the annual meeting. Abstentions and broker non-votes are counted for purposes of establishing a quorum at the annual meeting.

Vote Required for Approval

The election of directors will be determined by a plurality of the votes cast at the annual meeting. Plurality means that the individuals who receive the largest number of votes cast are elected up to the maximum number of directors to be elected at the meeting. Broker non-votes, abstentions and instructions to withhold votes for one or more directors will result in that nominee receiving fewer votes but will not count as a vote against the nominee.

Voting and Revocation of Proxies

You may vote your shares in person by attending the annual meeting, or by mailing us your completed proxy if you are unable or do not wish to attend. If a proxy card is submitted without instructions, the proxies will be voted "FOR" the proposal to approve the director nominees.

You can revoke your proxy at any time before the vote is taken at the meeting by:

- delivering to DeeAnn Hammel, our Secretary, at our corporate offices at 648 North Jefferson Street, Huntington, Indiana 46750, on or before the date of the annual meeting, a later-dated and signed proxy card or a written revocation of the proxy;
- delivering to us at the annual meeting prior to the taking of the vote a later-dated and signed proxy card or a written revocation;
- attending the annual meeting and voting in person; or
- if you have instructed a broker to vote your shares, following the directions received from your broker to change those instructions.

Revoking a proxy will not affect a vote once it has been taken. Attendance at the annual meeting will not, in itself, constitute a revocation of a proxy. You must vote in person at the annual meeting if you wish to change a vote that you have previously made by submitting a signed proxy.

Solicitation of Proxies; Expenses of Solicitation

We are mailing this proxy material to our stockholders on or about March 27, 2009.

The enclosed proxy is solicited on behalf of our Board of Directors. The cost of soliciting proxies in the accompanying form will be borne by us. In addition to the use of mail, our officers and directors may solicit proxies by telephone or other electronic means. These individuals will receive no additional compensation for these services, but will be reimbursed for any transaction expenses incurred by them in connection with these services. Upon request, we will reimburse brokers, dealers, banks and trustees or their nominees for reasonable expenses incurred by them in forwarding proxy material to beneficial owners of shares of existing common stock.

ELECTION OF DIRECTORS OF NEIB

The stockholders of NEIB are also being asked to vote on the election of two directors to serve until 2012. The director nominees are Randall C. Rider and Michael S. Zahn, each of whom currently serves on the Board of Directors of NEIB and the Bank.

THE NEIB BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE DIRECTOR NOMINEES, NAMELY, RANDALL C. RIDER AND MICHAEL S. ZAHN.

Directors

Our Board of Directors currently consists of six members, each of whom is also a director of First Federal Savings Bank. Directors are generally elected to serve for three-year staggered terms or until their respective successors have been elected and qualified. Approximately one-third of the directors are elected annually.

The following table sets forth certain information regarding the Board of Directors, including each director’s term of office and the Board nominees for election. The nominees have consented to being named in this proxy statement and have agreed to serve if elected. If a nominee is unable to stand for election, the Board of Directors may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, the proxy holders will vote your shares for the substitute nominee, unless you have withheld authority.

<u>Name</u>	<u>Position(s) Held with Northeast Indiana Bancorp</u>	<u>Age (1)</u>	<u>Director Since (2)</u>	<u>Term Expires</u>
<i>Nominees</i>				
Randall C. Rider	Director	58	1989	2009
Michael S. Zahn	Director and Executive Vice President	39	2000	2009
<i>Directors Continuing in Office</i>				
Dan L. Stephan	Director	61	1987	2010
Stephen E. Zahn	Chairman of the Board, President and Chief Executive Officer	66	1965	2010
J. David Carnes	Director	57	1991	2011
William A. Zimmer	Director	56	2003	2011

(1) At December 31, 2008.

(2) Includes service as a director of First Federal Savings Bank.

The business experience of each director is set forth below. All directors have held their present positions for at least the past five years, except as otherwise indicated.

Dan L. Stephan. Mr. Stephan is a retired State Representative to the Indiana Legislature, a position he was first elected to in 1980 and retired at the end of 1998.

Stephen E. Zahn. Mr. S. Zahn is the Chairman of the Board, President and Chief Executive Officer of NEIB and Chairman of the Board and Chief Executive Officer of the Bank. Mr. S. Zahn has served in such capacities for over ten years and also served as President of the Bank since 1980, until Michael S. Zahn assumed that position in 2005. Mr. S. Zahn is the father of Michael S. Zahn, Director of NEIB and Director and President of the Bank.

J. David Carnes, MD. Dr. Carnes has, since 1981, practiced medicine in Huntington, Indiana.

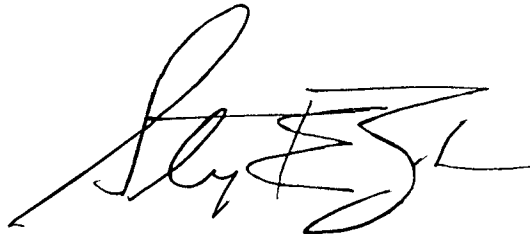
William A. Zimmer. Mr. Zimmer founded the W.A. Zimmer Co., a home improvement company based in Huntington, Indiana, in 1976 and currently serves as President.

Randall C. Rider. Mr. Rider is President of Lime City Manufacturing Co., Inc., a position he has held since 1983.

Michael S. Zahn. Mr. M. Zahn became President of the Bank on January 1, 2005. Mr. M. Zahn joined the Bank in 1996 as a loan officer. Prior to his employment with the Bank, Mr. Zahn worked as a Senior Underwriter for a regional insurance carrier. Mr. M. Zahn is the son of Stephen E. Zahn, Chairman of the Board, President and Chief Executive Officer of NEIB and the Bank.

Each shareholder is urged to complete, date and sign the proxy and return it promptly in the enclosed envelope.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read 'Stephen E. Zahn', written in a cursive style.

Stephen E. Zahn, Chairman of the Board and Chief Executive Officer

March 27, 2009