

CAMCO FINANCIAL CORP  
Form 4  
February 21, 2014

**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 \*  
CALDWELL DAVID S

2. Issuer Name and Ticker or Trading Symbol  
CAMCO FINANCIAL CORP  
[CAFI]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
10491 ROCK HILL ROAD  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/06/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. VP - Advantage Bank

CAMBRIDGE, OH 43725

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

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 02/06/2014                           |  | A                              | 5,298 (1) A \$ 0  | 57,804  | D  |                                   |
| Common Stock                    | 02/06/2014                           |  | F                              | 405 (2) D \$ 6.37   | 57,399  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 9,139   | I  | By Minor Children                 |
| Common Stock                    |                                      |  |                                |   | 124,116   | I  | By 401(K) Plan                    |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock Warrants (right to buy)       | \$ 2.1   |                                      |  |                                |   | 11/07/2012 11/06/2017                                    | Common Shares   | 3,091                         |
| Common Stock Warrants (right to buy)       | \$ 2.1   |                                      |  |                                |   | 11/07/2012 11/06/2017                                    | Common Shares   | 57,143                        |
| Common Stock Warrants (right to buy)       | \$ 2.1   |                                      |  |                                |   | 11/07/2012 11/06/2017                                    | Common Shares   | 11,241                        |
| Stock Option                               | \$ 2.15  |                                      |  |                                |   | 02/18/2011 <sup>(3)</sup> 02/18/2021                     | Common Shares   | 7,264                         |
| Stock Option                               | \$ 2.51  |                                      |  |                                |   | 02/26/2010 <sup>(3)</sup> 02/26/2020                     | Common Shares   | 11,453                        |
| Stock Option                               | \$ 8.92  |                                      |  |                                |   | 01/22/2008 <sup>(3)</sup> 01/22/2018                     | Common Shares   | 2,707                         |
| Stock Option                               | \$ 12.35   |                                      |  |                                |   | 01/23/2007 <sup>(3)</sup> 01/23/2017                     | Common Shares   | 1,208                         |
| Stock Option                               | \$ 14.1  |                                      |  |                                |   | 02/01/2006 <sup>(3)</sup> 02/01/2016                     | Common Shares   | 4,697                         |

Stock Option \$ 16.51

02/27/2005<sup>(3)</sup> 01/27/2015

Common Shares 3,100

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| CALDWELL DAVID S<br>10491 ROCK HILL ROAD<br>CAMBRIDGE, OH 43725 |               |           | Sr. VP - Advantage Bank |       |

## Signatures

|  |                     |
|--|---------------------|
| /s/Kristina K. Tipton, POA for David S. Caldwell | 02/21/2014          |
| <small>**Signature of Reporting Person</small>   | <small>Date</small> |

## 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).  
Award represents a grant of restricted stock pursuant to the Camco Financial Corporation 2013 Equity Plan. From this award, 20% of the stock vests immediately, and of the remaining restricted stock, 20% will vest upon certification of the 2014 financial results, subject to the terms of an award agreement, and 60% will vest upon certification of the 2015 financial results, subject to the terms of an award agreement.
- (1) Award represents a grant of restricted stock pursuant to the Camco Financial Corporation 2013 Equity Plan. From this award, 20% of the stock vests immediately, and of the remaining restricted stock, 20% will vest upon certification of the 2014 financial results, subject to the terms of an award agreement, and 60% will vest upon certification of the 2015 financial results, subject to the terms of an award agreement.
- (2) Shares forfeited for tax purposes, for shares vested and valued at closing price on February 6, 2014 with a value of \$2,579.85.
- (3) 20% exercisable on date of grant. Additional 20% exercisable each anniversary date thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space 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.