

CAMCO FINANCIAL CORP  
Form 8-K  
March 10, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 18, 2011**

**CAMCO FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**DELAWARE**

**0-25196**

**51-0110823**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**814 Wheeling Avenue,  
Cambridge, Ohio**

**43725**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(740) 435-2020**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 5 Corporate Governance and Management**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On February 18, 2011, the Compensation Committee and Board of Directors of Camco Financial Corporation ( Camco ) approved the award of options to acquire Camco stock to executive officers of Camco under the 2010 Incentive Award Plan. Each of the options vests over a period of five years. Each option has an exercise price of \$2.15 per share and is subject to the terms and conditions of the Camco Financial Corporation 2010 Equity Plan and related Award Agreement. The form of Incentive Stock Option Award Agreement is attached hereto as Exhibit 10.1, and the form of Nonqualified Stock Option Award Agreement is attached hereto as Exhibit 10.2; each of which is incorporated herein by reference.

James E. Huston received 50,845 incentive stock options and 41,524 nonqualified stock options, David S. Caldwell received 7,264 incentive stock options and Kristina K. Tipton received 2,141 incentive stock options.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(a) (c). Not applicable.

(d). Exhibits.

| Exhibit No. | Description                                       |
|-------------|---|
| 10.1        | Form of Incentive Stock Option Award Agreement    |
| 10.2        | Form of Nonqualified Stock Option Award Agreement |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CAMCO FINANCIAL CORPORATION

By: /s/ James E. Huston  
James E. Huston  
Chief Executive Officer

Date: March 9, 2011