

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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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

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

CAMBRIDGE, OH 43725

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

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)
Common Stock	02/06/2014		A	(A) or (D) 5,298 (1)	\$ 0 57,804	D	
Common Stock	02/06/2014		F	405 (2)	\$ 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 ⁽³⁾ 02/18/2021	Common Shares	7,264
Stock Option	\$ 2.51					02/26/2010 ⁽³⁾ 02/26/2020	Common Shares	11,453
Stock Option	\$ 8.92					01/22/2008 ⁽³⁾ 01/22/2018	Common Shares	2,707
Stock Option	\$ 12.35					01/23/2007 ⁽³⁾ 01/23/2017	Common Shares	1,208
Stock Option	\$ 14.1					02/01/2006 ⁽³⁾ 02/01/2016	Common Shares	4,697

Stock Option \$ 16.51

02/27/2005⁽³⁾ 01/27/2015

Common Shares 3,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALDWELL DAVID S 10491 ROCK HILL ROAD 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.