

CONN MARGARET L  
Form 4  
January 03, 2003  
**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

OMB Ap

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Expires:

Estimate  
hours pe

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

\_\_\_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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\*

2. Issuer Name and Ticker or Trading Symbol

6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Conn

Margaret

L.

(Last)

(First)

(Middle)

csbb.ob CSB Bancorp, Inc.

\_\_\_\_ Director

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. \_\_\_\_\_ 10% Owner  
Statement for  X  Officer (give title below)  
Month/Day/Year  
\_\_\_\_\_ Other (specify below)

December 31,  Corporate Secretary   
2002

105 Mark Avenue

(Street)

5. If An Individual Date of Original Filing (Month/Day/Year)

X  Form filed by One Reporting Person

\_\_\_\_\_ Form filed by More than One

Killbuck,

OH

44637

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security<br>(Inst. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5) | 5. (A) Amount of Securities Acquired or Disposed of (Instr. 3 and 4) | 6. (D) Price or (D) (Instr. 3 and 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|--|--------------------------------------|--|
| Common Stock                      |                                      |  |                                |   | *666.8053  | D                                    |  |
| Common Stock                      |                                      |  |                                |   | *15.7756   | I                                    | By Child                                     |
| Common Stock                      |                                      |  |                                |   | **1,121.0000   | I                                    | 401(k) Plan                                  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**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 control number.**

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/Yr) | 3A. Deemed Execution Date, if any (Month/Day/Yr) | 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/Yr) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 3) |
|--|--|------------------------------------|--|--------------------------------|--|--|---|--|
|--|--|------------------------------------|--|--------------------------------|--|--|---|--|

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|           |         |          | Code | V   | (A) | (D)      | Date         | Expir-ation | Title | Amount |
|-----------|---------|----------|------|-----|-----|----------|--------------|-------------|-------|--------|
|           |         |          |      |     |     |          | Exer-cisable | Date        |       | or     |
|           |         |          |      |     |     |          |              |             |       | Number |
|           |         |          |      |     |     |          |              |             |       | of     |
|           |         |          |      |     |     |          |              |             |       | Shares |
| Employee  | \$16.05 | 12/31/02 | A    | 300 | (1) | 12/31/12 | Common       | 300         |       |        |
| Stock     |         |          |      |     |     |          | Stock        |             |       |        |
| Option    |         |          |      |     |     |          |              |             |       |        |
| (Right to |         |          |      |     |     |          |              |             |       |        |
| Buy)      |         |          |      |     |     |          |              |             |       |        |

Explanation of Responses: (1) The option is fully vested as follows:

Years after the Grant Date

Vested Percentage

Years after the Grant Date

Vested Percentage

Less than 1

0%

At Least 4 but less than 5

80%

At Least 1 but less than 2

20%

At Least 5 but no more than 10

100%

At Least 2 but less than 3

40%

At Least 3 but less than 4

60%

\*Allocated to reporting person's account pursuant to a dividend reinvestment feature of the CSB Bancorp, Inc. Dividend Reinvestment Plan.

\*\*Allocated to reporting person's account under a plan for The Commercial and Savings Bank of Millersburg Profit Sharing and 401(k) Savings Retirement Plan.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations

/s/Margaret L. Conn

January 3, 2003

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

\*\*Signature of Reporting Person

Date

Margaret L. Conn

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

*see* Instruction 6 for procedure.

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