

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 *
 Christ Laurence Stanley

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)
 9363 JENNY LIN DRIVE
 (Street)

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

____ Director ____ 10% Owner
 Officer (give title below) Other (specify below)
 Chief Credit Officer / SVP

CAMBRIDGE, OH 43725

(City) (State) (Zip)

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

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				(A) or (D)	Price		By 401(K) Plan
Common Stock	02/06/2014		A	4,931 (1)	A \$ 0	22,343	D
Common Stock	02/06/2014		F	377 (2)	D \$ 6.37	21,966	D

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

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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/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
Stock Option	\$ 2.15					02/18/2011 ⁽³⁾ 02/18/2021	Common Shares	7,254
Stock Option	\$ 2.51					02/26/2010 ⁽³⁾ 02/26/2020	Common Shares	7,153

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Christ Laurence Stanley 9363 JENNY LIN DRIVE CAMBRIDGE, OH 43725			Chief Credit Officer	SVP

Signatures

/s/ Kristina K. Tipton, POA for Laurence S. Christ
02/21/2014

**Signature of Reporting Person Date

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).

(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 \$2,401.49.

(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.

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