

Moran Matthew F  
Form 4  
August 24, 2012

**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 \*  
Moran Matthew F

2. Issuer Name and Ticker or Trading Symbol  
Sound Financial Bancorp, Inc.  
[SFBC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2005 FIFTH AVE, SUITE 200  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/22/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP / Chief Credit Officer

SEATTLE, WA 98121

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 08/22/2012                           |  | P                              | 4,900 A \$ 10   | 4,900   | I  | 401(k)  |
| Common Stock                    | 08/22/2012                           |  | J <sup>(1)</sup>               | 1,733 A \$ 0  | 6,633   | I  | ESOP  |
| Common Stock                    | 08/22/2012                           |  | J <sup>(1)</sup>               | 4,304 A \$ 0  | 10,937  | D  |   |

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

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SEC 1474 (9-02)

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 (Right to Buy)                | \$ 8.41  | 08/22/2012                           |  | J <sup>(2)</sup>               | 5,682   | <sup>(3)</sup> 01/27/2019                                | Common Stock  | 5,682                         |
| Stock Option (Right to Buy)                | \$ 9.72  | 08/22/2012                           |  | J <sup>(2)</sup>               | 5,682   | <sup>(3)</sup> 01/27/2019                                | Common Stock  | 5,682                         |
| Stock Option (Right to Buy)                | \$ 8.49  | 08/22/2012                           |  | J <sup>(2)</sup>               | 4,473   | <sup>(4)</sup> 02/28/2022                                | Common Stock  | 4,473                         |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Moran Matthew F<br>2005 FIFTH AVE, SUITE 200<br>SEATTLE, WA 98121 |               |           | EVP / Chief Credit Officer |       |

## Signatures

/s/ Matthew P. Deines 08/24/2012

\*\*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).

## Edgar Filing: Moran Matthew F - Form 4

- (1) In accordance with the Plan of Conversion and Reorganization of Sound Community MHC, effective August 22, 2012, each outstanding share of common stock of Sound Financial, Inc. was exchanged for 0.87423 shares of Sound Financial Bancorp, Inc. common stock.  
In accordance with the Plan of Conversion and Reorganization of Sound Community MHC, effective August 22, 2012, each outstanding option for a share of Sound Financial, Inc. common stock was exchanged for a stock option for 0.87423 shares of Sound Financial Bancorp, Inc., rounded down to the nearest share. The exercise price was determined by dividing the original exercise price of the exchange option by the 0.87423 exchange ratio.
- (2) Options vest in five equal installments beginning on January 27, 2010.
- (3) Options vest in five equal installments beginning on February 28, 2013.

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.