

Waterstone Financial, Inc.
Form 4
January 23, 2014

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 *
Larson Richard C

(Last) (First) (Middle)
11200 W PLANK COURT
(Street)

WAUWATOSA, WI 53226

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Waterstone Financial, Inc. [WSBF]

3. Date of Earliest Transaction (Month/Day/Year)
01/22/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)
CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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 ⁽¹⁾ | 01/22/2014 | | A | (A) or (D) Amount 57,608 ⁽¹⁾ | \$ 0 57,608 ⁽¹⁾ | D | |
| Common Stock ⁽¹⁾ | 01/22/2014 | | A | (A) or (D) Amount 1,097 ⁽¹⁾ | \$ 0 1,097 ⁽¹⁾ | I | By Spouse |
| Common Stock ⁽¹⁾ | 01/22/2014 | | A | (A) or (D) Amount 22,394 ⁽¹⁾ | \$ 0 22,394 ⁽¹⁾ | I | By ESOP |
| Common Stock | 01/22/2014 | | A | (A) or (D) Amount 1,000 | \$ 10 1,000 | I | by 401(k) plan |
| Common Stock ⁽¹⁾ | 01/22/2014 | | A | (A) or (D) Amount 54 ⁽¹⁾ | \$ 0 54 ⁽¹⁾ | I | By Child 1 |

Common Stock 01/22/2014⁽¹⁾ A 54 ⁽¹⁾ A \$ 0 54 ⁽¹⁾ I By Child 2

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options ⁽²⁾ | \$ 16.11 ⁽²⁾ | 01/22/2014 | | A | 54,865 ⁽²⁾ | 01/22/2014 01/05/2017 | Common Stock | 54,865 ⁽²⁾ |
| Stock Options ⁽²⁾ | \$ 1.73 ⁽²⁾ | 01/22/2014 | | A | 32,919 ⁽²⁾ | 01/22/2014 01/04/2022 | Common Stock | 32,919 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Larson Richard C 11200 W PLANK COURT WAUWATOSA, WI 53226 | | | CFO | |

Signatures

/s/ Richard C. Larson, attorney in fact 01/23/2014
 **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)

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Pursuant to the Conversion and Reorganization plan of Lamplighter Financial, MHC, each share of Waterstone Financial, Inc. (Federal corporation) was exchanged for 1.0973 shares of common stock of Waterstone Financial, Inc. (Maryland corporation).

- Pursuant to the Conversion and Reorganization of Lamplighter Financial, MHC, each option to purchase shares of common stock of Waterstone Financial, Inc. (Federal corporation) was converted into an option to purchase shares of common stock of Waterstone
- (2) Financial, Inc. (Maryland corporation) by multiplying the number of shares subject to each option by the 1.0973 exchange ratio. The exercise price per share of each converted option was determined by dividing the exercise price of the option by the 1.0973 exchange ratio. All such converted options continue to vest based on their original terms.

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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