

CALDWELL DAVID S
 Form 4
 February 26, 2013

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

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)
 10491 ROCK HILL ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2013

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 02/22/2013 | | A | 9,234 (1) A \$ 0 | 54,198 | D | |
| Common Stock | 02/22/2013 | | F | 751 (2) D \$ 3.47 | 53,447 | 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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SEC 1474
(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. D S (I) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | 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 |
| Stock Option | \$ 17.17 | 01/27/2004 ⁽³⁾ | 01/27/2014 | Common Shares | 1,426 |

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 02/26/2013

__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).
- Award represents a grant of restricted stock pursuant to the Camco Financial Corporation 2010 Equity Plan. From this award, 20% of the stock vests immediately, and of the remaining restricted stock, 25% will vest upon certification of the 2013 financial results, subject to the terms of an award agreement, and 75% will vest upon certification of the 2014 financial results, subject to the terms of an award agreement.
- (1) Shares forfeited for tax purposes, for those shares vesting immediately, based on the closing price on February 22, 2013 with a total value of \$2,605.97.
 - (2) 20% exercisable on date of grant. Additional 20% exercisable each anniversary date thereafter.
 - (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.