

CAMCO FINANCIAL CORP
 Form 4
 November 09, 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 *
HUSTON JAMES

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)
5533 STILLWATER AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
President/CEO

WESTERVILLE, OH 43082
 (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 Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	11/07/2012		X	205,446 A \$ 1.75	222,910	I	By 401(K) Plan
Common Stock	11/07/2012		X	342,858 A \$ 1.75	607,646	D	
Common Stock	11/07/2012		X	1,200 A \$ 1.75	1,400	I	By Minor Child
Common Stock	11/07/2012		P	6,064 A \$ 1.75	6,064	I	Trust with Minor Child

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 Underlying (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Subscription Rights (right to buy)	\$ 1.75	11/07/2012		X		205,446	09/24/2012	11/01/2012	Common Stock
Subscription Rights (right to buy)	\$ 1.75	11/07/2012		X		342,858	09/24/2012	11/01/2012	Common Stock
Subscription Rights (right to buy)	\$ 1.75	11/07/2012		X		1,200	09/24/2012	11/01/2012	Common Stock
Common Stock Warrants (Right to Buy)	\$ 2.1 ⁽¹⁾	11/07/2012		P		102,723	11/07/2012	11/06/2017	Common Stock
Common Stock Warrants (Right to Buy)	\$ 2.1 ⁽¹⁾	11/07/2012		P		171,429	11/07/2012	11/06/2017	Common Stock
Common Stock Warrants (Right to Buy)	\$ 2.1 ⁽¹⁾	11/07/2012		P		3,032	11/07/2012	11/06/2017	Common Stock
Common Stock Warrants (Right to Buy)	\$ 2.1 ⁽¹⁾	11/07/2012		P		600	11/07/2012	11/06/2017	Common Stock
Stock Option	\$ 2.15						02/18/2011	02/18/2021	Common Shares

Stock Option	\$ 2.15		02/18/2011	02/18/2021	Common Shares
Stock Option	\$ 2.51		02/26/2010	02/26/2020	Common Shares
Stock Option	\$ 2.5		01/23/2009	01/23/2019	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUSTON JAMES 5533 STILLWATER AVENUE WESTERVILLE, OH 43082	X		President/CEO	

Signatures

/s/Kristina K. Tipton, POA for James E. Huston	11/09/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) The warrants were acquired in connection with the purchase of common stock as part of Camco's offering
 - (2) 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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