

CAMCO FINANCIAL CORP  
 Form 4  
 February 21, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**WRIGHT EDWARD A**

(Last) (First) (Middle)  
 1552 N. 14TH STREET  
 (Street)

CAMBRIDGE, OH 43725

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CAMCO FINANCIAL CORP  
 [CAFI]**

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**SVP/Adv. Bank**

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	02/06/2014		A	(A) or (D) 4,669 (1)	\$ 0 36,272	D	
Common Stock	02/06/2014		F	357 (2)	\$ 6.37 35,915	D	
Common Stock					143,361	I	by 401(K) Plan
Common Stock					226	I	By Minor Child

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Amount or Number of Shares
Common Stock Warrants (Right to Buy)	\$ 2.1					11/07/2012 11/06/2017	Common Stock	71,250
Common Stock Warrants (Right to Buy)	\$ 2.1					11/07/2012 11/06/2017	Common Stock	3,070
Common Stock Warrants (Right to Buy)	\$ 2.1					11/07/2012 11/06/2017	Common Stock	113
Stock Option	\$ 2.15					02/18/2011 <sup>(3)</sup> 02/18/2021	Common Shares	8,585
Stock Option	\$ 2.51					02/26/2010 <sup>(3)</sup> 06/26/2020	Common Shares	10,094
Stock Option	\$ 8.92					01/22/2008 <sup>(3)</sup> 01/22/2018	Common Shares	2,386
Stock Option	\$ 12.35					01/23/2007 <sup>(3)</sup> 01/23/2017	Common Shares	1,064
Stock Option	\$ 14.1					02/01/2006 <sup>(3)</sup> 02/01/2016	Common Shares	3,965

Stock Option \$ 16.51

01/27/2005<sup>(3)</sup> 01/27/2015

Common Shares 3,100

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT EDWARD A 1552 N. 14TH STREET CAMBRIDGE, OH 43725			SVP/Adv. Bank	

## Signatures

/s/Kristina K. Tipton, POA for Edward A. Wright 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 \$2,274.09.
- (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.