

CAMCO FINANCIAL CORP
 Form 4
 November 15, 2013

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)
11/14/2013

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

WESTERVILLE, OH 43082

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 or Price		
Common Stock	11/14/2013		M		24,279 A \$ 2.15	709,167	D
Common Stock	11/14/2013		M		31,142 A \$ 2.15	740,309	D
Common Stock	11/14/2013		M		131,632 A \$ 2.51	871,941	D
Common Stock	11/14/2013		S		187,053 D \$ 6.2166	684,888	D
Common Stock						222,910	I

By
 401(K)

Common Stock					1,400	I	Plan By Minor Child
Common Stock					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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Common Stock Warrants (Right to Buy)	\$ 2.1					11/07/2012	11/06/2017	Common Stock	102,
Common Stock Warrants (Right to Buy)	\$ 2.1					11/07/2012	11/06/2017	Common Stock	171,
Common Stock Warrants (Right to Buy)	\$ 2.1					11/07/2012	11/06/2017	Common Stock	3,0
Common Stock Warrants (Right to Buy)	\$ 2.1					11/07/2012	11/06/2017	Common Stock	60
	\$ 2.15	11/14/2013		M	24,279	02/18/2011 ⁽²⁾	02/18/2021		24,

Stock Option								Common Stock	
Stock Option	\$ 2.15	11/14/2013	M	31,142	02/18/2011 ⁽²⁾	02/18/2021		Common Stock	31,
Stock Option	\$ 2.51	11/14/2013	M	131,632	02/26/2010 ⁽²⁾	02/26/2020		Common Stock	131,
Stock Option	\$ 2.5				01/23/2009	01/23/2019		Common Stock	75,

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
 11/15/2013
 **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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.20 to \$6.24, inclusive. The reporting person undertakes to provide to Camco Financial Corporation, any security holder of Camco Financial Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (1)
- (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. 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.