

CAMCO FINANCIAL CORP
 Form 4
 February 21, 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 *
 Kirksey John Edward

(Last) (First) (Middle)
 475 MEADOW VIEW DRIVE
 (Street)

POWELL, OH 43065

(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
 ___X___ Officer (give title below) ___ Other (specify below)
 CFO/ SVP/ Treasurer

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)
			Code	V	Amount or (D) Price		
Common Stock	02/06/2014		A		4,113 (1) \$ 0	D	
Common Stock	02/06/2014		F		785 (2) \$ 6.37	D	
Common Stock					20,766	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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number.

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	18,190
Common Stock Warrants (Right to Buy)	\$ 2.1					11/07/2012 11/06/2017	Common Stock	10,383
Stock Option	\$ 1.9					04/01/2011 ⁽³⁾ 04/01/2021	Common Shares	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kirksey John Edward 475 MEADOW VIEW DRIVE POWELL, OH 43065			CFO/ SVP/ Treasurer	

Signatures

/S/ Kristina K Tipton, POA for John E
Kirksey
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).

Award represents a grant of restricted stock pursuant to the Camco Financial Corporation 2013 Equity Plan. From this award, 50% of the stock vests immediately, and the remaining 50% will vest upon certification of the 2014 financial results, subject to the terms of an award agreement.

(1) Shares forfeited for tax purposes, for shares vested and valued at closing price on February 6, 2014 with a value of \$5,000.45.

(2) The option was awarded pursuant to the Camco Financial Corporation 2010 Equity Incentive Plan and vests 100% beginning on this date.

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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