

CALDWELL DAVID S
 Form 4
 November 09, 2012

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 *
 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)
 11/07/2012

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

CAMBRIDGE, OH 43725

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	(A) or (D)	Price			
Common Stock	11/07/2012		X		22,482	A	\$ 1.75	44,964	D	
Common Stock	11/07/2012		X		6,183	A	\$ 1.75	9,139	I	By Minor Children
Common Stock	11/07/2012		X		114,286	A	\$ 1.75	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)

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Subscription Rights (right to buy)	\$ 1.75	11/07/2012		X		6,183	09/24/2012 11/01/2012	Common Shares
Subscription Rights (right to buy)	\$ 1.75	11/07/2012		X		114,286	09/24/2012 11/01/2012	Common Shares
Subscription Rights (right to buy)	\$ 1.75	11/07/2012		X		22,482	09/24/2012 11/01/2012	Common Stock
Common Stock Warrants (right to buy)	\$ 2.1 ⁽¹⁾	11/07/2012		P		3,091	11/07/2012 11/06/2017	Common Shares
Common Stock Warrants (right to buy)	\$ 2.1 ⁽¹⁾	11/07/2012		P		57,143	11/07/2012 11/06/2017	Common Shares
Common Stock Warrants (right to buy)	\$ 2.1 ⁽¹⁾	11/07/2012		P		11,241	11/07/2012 11/06/2017	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	\$ 8.92						01/22/2008 01/22/2018	Common Shares
Stock Option	\$ 12.35						01/23/2007 01/23/2017	Common Shares
Stock Option	\$ 14.1						02/01/2006 02/01/2016	Common Shares
Stock Option	\$ 16.51						02/27/2005 01/27/2015	Common Shares

Stock Option	\$ 17.17	01/27/2004	01/27/2014	Common Shares
Stock Option	\$ 16.13	01/22/2003	01/22/2013	Common Shares

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

11/09/2012

__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) 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. 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.