

Greenwalt Troy Douglas  
Form 4  
February 26, 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 \*  
Greenwalt Troy Douglas

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)  
2045 CHICKASAW DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/22/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
SVP / Chief Lending Officer

LONDON, OH 43140  
(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 Ownership (Instr. 4)
Common Stock				(A) or (D)			By 401(k) Plan
Common Stock	02/22/2013		A	7,103 (1)	A \$ 0	66,445	D
Common Stock	02/22/2013		F	592 (2)	D \$ 3.47	65,853	D

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	14,250
Common Stock Warrants (Right to Buy)	\$ 2.1					11/07/2012 11/06/2017	Common Stock	7,945
Common Stock Warrants (Right to Buy)	\$ 2.1					11/07/2012 11/06/2017	Common Stock	7,126
Stock Option	\$ 2.15					02/18/2011 <sup>(3)</sup> 02/18/2021	Common Shares	9,383
Stock Option	\$ 2.51					02/26/2010 <sup>(3)</sup> 02/26/2020	Common Shares	8,345

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Greenwalt Troy Douglas 2045 CHICKASAW DRIVE LONDON, OH 43140			SVP	Chief Lending Officer

## Signatures

/s/Kristina K. Tipton, POA for Troy D.  
Greenwalt

02/26/2013

\_\_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).
- Award represents a grant of restricted stock pursuant to the Camco Financial Corporation 2010 Equity Plan. From this award, 20% of the stock vests immediately, and of the remaining restricted stock, 25% will vest upon certification of the 2013 financial results, subject to the terms of an award agreement, and 75% will vest upon certification of the 2014 financial results, subject to the terms of an award agreement.
- (1) Award represents a grant of restricted stock pursuant to the Camco Financial Corporation 2010 Equity Plan. From this award, 20% of the stock vests immediately, and of the remaining restricted stock, 25% will vest upon certification of the 2013 financial results, subject to the terms of an award agreement, and 75% will vest upon certification of the 2014 financial results, subject to the terms of an award agreement.
  - (2) Shares forfeited for tax purposes, for those shares vesting immediately, based on the closing price on February 22, 2013 with a total value of \$2,054.24.
  - (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.

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