

CAMCO FINANCIAL CORP  
Form 8-K/A  
May 31, 2011

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

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 24, 2011**

**CAMCO FINANCIAL CORPORATION**  
(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other Jurisdiction of  
Incorporation)

**0-25196**

(Commission File Number)

**51-0110823**

(IRS Employer Identification No.)

**814 Wheeling Avenue, Cambridge, Ohio**

(Address of Principal Executive Offices)

**43723**

(Zip Code)

Registrant's telephone number, including area code: **(740) 435-2020**

**Not Applicable**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 5 Corporate Governance and Management**

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Camco Financial Corporation ( Camco ) is filing this Form 8-K/A to correct the number of broker non votes originally reported and to correct the listing of directors continuing in office. Camco hereby amends and replaces in its entirety this item as set forth below.

(a) On May 24, 2011, Camco held its 2011 Annual Meeting of Stockholders (the Annual Meeting ). At the close of business on April 8, 2011, the voting record date, there were 7,205,595 Camco common shares outstanding and entitled to vote. At the Annual Meeting, 5,982,250, or 83.0%, of the outstanding common shares entitled to vote were represented by proxy or in person.

(b) The following information is provided regarding the number of votes received on each matter presented at the Annual Meeting. Also included are the number of broker non-votes received. Broker non-votes represent shares that are held in street name, but for which the broker did not receive instructions from the beneficial owner on how to vote the shares. Broker non-votes are counted toward the establishment of a quorum and in certain routine voting matters such as the ratification of auditors.

(i) Directors elected at the Annual Meeting for a three year term to expire at the 2014 Annual Meeting of Shareholders:

Number of Votes:

|  | For       | Withheld | Broker Non-Votes |
|--|-----------|----------|------------------|
| Andrew S. Dix  | 3,543,206 | 458,056  | 1,980,989        |
| Carson K. Miller   | 3,338,387 | 662,874  | 1,980,989        |
| Jeffrey T. Tucker  | 3,552,346 | 448,915  | 1,980,989        |
| Other directors whose term of office continued after the Annual Meeting: |           |          |                  |
| James D. Douglas   |           |          |                  |
| Terry A. Feick   |           |          |                  |
| Edward D. Goodyear   |           |          |                  |
| James E. Huston  |           |          |                  |
| Douglas F. Mock  |           |          |                  |
| J. Timothy Young   |           |          |                  |

(ii) With respect to the vote to approve Camco s increase in number of authorized shares

Number of Votes:

| For       | Against | Broker Non-Votes | Abstain |
|-----------|---------|------------------|---------|
| 4,932,757 | 824,101 | N/A              | 225,392 |

(iii) With respect to the vote to ratify the selection of Plante & Moran, PLLC as Camco's independent registered public accounting firm for the 2011 fiscal year:

Number of Votes:

|                  |                   |                         |                   |
|------------------|-------------------|-------------------------|-------------------|
| For<br>5,839,424 | Against<br>68,769 | Broker Non-Votes<br>N/A | Abstain<br>74,057 |
|------------------|-------------------|-------------------------|-------------------|

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CAMCO FINANCIAL CORPORATION

By: /s/ John E. Kirksey  
John E. Kirksey  
Chief Financial Officer

Date: May 31, 2011