Waterstone Financial, Inc.

Form 4

January 23, 2014

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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**OMB APPROVAL** 

3235-0287

January 31,

OMB

Number:

Expires:

subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box

if no longer

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 ** Lawton Patrick S	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
a ) as u	Waterstone Financial, Inc. [WSBF]	(Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction			
11200 W PLANK COURT	(Month/Day/Year) 01/22/2014	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WAUWATOSA, WI 53226	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
W110 W1110011, W1 33220		Person		

(City)	(State)	(Zip) Table	e I - Non-D	erivative Se	curiti	es Acqı	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Form: Direct Ir Beneficially (D) or B Owned Indirect (I) O		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	01/22/2014		A	144,698 (1)	A	\$0	144,698 (1)	D	
Common Stock	01/22/2014		A	30,000	A	\$ 10	174,698	D	
Common Stock (1)	01/22/2014		A	5,376 (1)	A	\$0	5,376 <u>(1)</u>	I	By Trust Child 1
Common Stock (1)	01/22/2014		A	5,376 (1)	A	\$0	5,376 (1)	I	By Trust Child 2
Common Stock (1)	01/22/2014		A	5,376 <u>(1)</u>	A	\$0	5,376 (1)	I	By Trust Child 3
	01/22/2014		A	5,376 <u>(1)</u>	A	\$0	5,376 <u>(1)</u>	I	

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Common Stock (1)								By Trust Child 4
Common Stock (1)	01/22/2014	A	532 (1)	A	\$ 0	532 (1)	I	By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 16.11 (2)	01/22/2014		A	54,865 (2)	01/22/2014	01/05/2017	Common Stock	54,865 (2)

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting o where there is a real constant of	Director	10% Owner	Officer	Other			
Lawton Patrick S 11200 W PLANK COURT WAUWATOSA, WI 53226	X						

#### **Signatures**

/s/ Richard C. Larson, attorney 01/23/2014 in fact

\*\*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) Pursuant to the Plan of Conversion and Reorganization of Lamplighter financial, MHC, each share of Waterstone Financial, Inc. (Federal corporation) was exchanged for 1.0973 shares of common stock of Waterstone Financial, Inc. (Maryland corporation).

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- Pursuant to the Plan of Conversion and Reorganization of Lamplighter Financial, MHC, each option to purchase shares of common stock of Waterstone Financial, Inc. (Federal corporation) was converted into an option to purchase shares of common stock of Waterstone
- (2) Financial, Inc. (Maryland corporation) by multiplying the number of shares subject to each option by the 1.0973 exchange ratio. The exercise price per share of each converted option was determined by dividing the exercise price of the option by the 1.0973 exchange ratio. All such converted options continue to vest based on their original terms.

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.