

Waterstone Financial, Inc.
 Form 4
 January 23, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Gordon Douglas S

(Last) (First) (Middle)
 11200 W PLANK COURT
 (Street)

WAUWATOSA, WI 53226

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Waterstone Financial, Inc. [WSBF]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/22/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO

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)
			Code	V	Amount or (D) Price		
Common Stock ⁽¹⁾	01/22/2014		A		163,090 ⁽¹⁾	A	\$ 0 163,090 ⁽¹⁾ D
Common Stock	01/22/2014		A		50,000	A	\$ 10 213,090 D
Common Stock ⁽¹⁾	01/22/2014		A		16,870 ⁽¹⁾	A	\$ 0 16,870 ⁽¹⁾ I By ESOP
Common Stock ⁽¹⁾	01/22/2014		A		22,503 ⁽¹⁾	A	\$ 0 22,503 ⁽¹⁾ I By Trust

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

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(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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options	\$ 16.11 (2)	01/22/2014		A	274,325 (2)	01/22/2014	01/05/2017	Common Stock	274,325 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gordon Douglas S 11200 W PLANK COURT WAUWATOSA, WI 53226	X		CEO	

Signatures

/s/ Richard C. Larson, attorney
in fact

01/23/2014

**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).

(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).

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 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.

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