

CALDWELL DAVID S
Form 4
March 29, 2012

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 *
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)
03/27/2012

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) Price | 9,830 ⁽¹⁾ | I | by 401(K) Plan |
| Common Stock | | | | | 10,303 | D | |
| Common Stock | | | | | 606 | I | By Spouse |
| Common Stock | | | | | 2,956 | I | By Minor Children |

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Option | \$ 2.38 | 03/27/2012 | | A | 2,314 | 03/27/2012 03/27/2022 | Common Shares | 2,314 |
| Stock Option | \$ 2.15 | | | | | 02/18/2011 02/18/2021 | Common Shares | 7,264 |
| Stock Option | \$ 2.51 | | | | | 02/26/2010 02/26/2020 | Common Shares | 11,453 |
| Stock Option | \$ 8.92 | | | | | 01/22/2008 01/22/2018 | Common Shares | 2,707 |
| Stock Option | \$ 12.35 | | | | | 01/23/2007 01/23/2017 | Common Shares | 1,208 |
| Stock Option | \$ 14.1 | | | | | 02/01/2006 02/01/2016 | Common Shares | 4,697 |
| Stock Option | \$ 16.51 | | | | | 02/27/2005 01/27/2015 | Common Shares | 3,100 |
| Stock Option | \$ 17.17 | | | | | 01/27/2004 01/27/2014 | Common Shares | 1,426 |
| Stock Option | \$ 16.13 | | | | | 01/22/2003 01/22/2013 | Common Shares | 4,851 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CALDWELL DAVID S 10491 ROCK HILL ROAD | | | Sr. VP - Advantage Bank | |

CAMBRIDGE, OH 43725

Signatures

/s/Kristina K. Tipton, POA for David S.
Caldwell

03/29/2012

__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) Shares were purchased through the 401(k) plan, which purchase was exempt under Section 16b-3(d). Number as of 6/30/2007
- (2) 20% exercisable on date of grant. Additional 20% exercisable on second anniversary date, and 60% exercisable on final anniversary date.
- (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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