

Bradshaw Wayne-Kent A.
Form 4
July 05, 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 *
Bradshaw Wayne-Kent A.

2. Issuer Name and Ticker or Trading Symbol
BROADWAY FINANCIAL CORP
BDE [BYFC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4800 WILSHIRE BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Executive Officer/Presid

LOS ANGELES, CA 90010

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price \$ | | | |
| Common Stock | 07/02/2012 | 07/02/2012 | P | 19,231 A 1.3 | 94,249 | D | |
| | | | | (3) | | | |

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)

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| 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 Security (Instr. 3 and 4) | 8. Title or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------|
| Stock Option (Right to Buy) | \$ 4.98 | 03/18/2009 | 03/18/2009 ⁽¹⁾ | A V | 75,000 | 03/18/2014 ⁽¹⁾ 03/18/2019 | Common Stock | 75,000 |
| Employee Stock Ownership Plan ⁽²⁾ | ⁽²⁾ | | | | | ⁽²⁾ ⁽²⁾ | Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bradshaw Wayne-Kent A. 4800 WILSHIRE BOULEVARD LOS ANGELES, CA 90010 | | | Chief Executive Officer/Presid | |

Signatures

\s\ Daniele C. Johnson,
Attorney-as-in-fact

07/05/2012

⁽²⁾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) On March 18, 2009 the Board of Directors granted 75,000 shares of Stock Options under the Long Term Incentive Plan. The stock price on that day was \$4.98 per share. The shares vest in five (5) equal annual installments each year beginning the following year, on March 18. The options are fully exercisable on March 18, 2014. If not exercised, the stock options will expire on March 18, 2019 or upon termination of employment.
- (2) These shares are held in the Employee Stock Ownership Plan (ESOP). When employee is no longer with the company, the shares become exercisable.
- (3) On July 2, 2012, an investment of Capital was made in exchange for common stock.

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.