

CAMCO FINANCIAL CORP  
Form 10-K/A  
July 13, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

**Amendment No. 2**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2011**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from** \_\_\_\_\_ **to** \_\_\_\_\_

**Commission file number: 0-25196**

**CAMCO FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware** **51-0110823**  
(State or other jurisdiction of **(I.R.S. Employer**  
  
incorporation or organization) **Identification No.)**  
**814 Wheeling Avenue, Cambridge, Ohio 43725**  
  
(Address of principal executive offices) (Zip Code)

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

**Securities registered pursuant to Section 12(b) of the Act:**

<u><b>Common Stock, \$1 par value per share</b></u> (Title of each class)	<u><b>NASDAQ Global Market</b></u> (Name of exchange on which registered)
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**Securities registered pursuant to Section 12(g) of the Act:**

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant (1) has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer <input type="checkbox"/>	Accelerated Filer <input type="checkbox"/>
Non-Accelerated filer <input type="checkbox"/>	Smaller reporting company <input checked="" type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant, computed by reference to the last sale reported as of June 30, 2011, was \$13.0 million. There were 7,205,595 shares of the registrant's common stock outstanding on March 12, 2012.

**DOCUMENTS INCORPORATED BY REFERENCE:**

None.

**EXPLANATORY NOTE**

We are filing this Amendment to our Form 10-K for the fiscal year ended December 31, 2011 to amend the exhibits listing to include Exhibit 10(xxxi) 2010 Salary Continuation Agreement. Except as described above, the remainder of the Form 10-K is unchanged and does not reflect events occurring after the original filing of the Form 10-K on March 30, 2012.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules.**

Exhibits.

3(i)	Certificate of Incorporation
3(ii)	Bylaws
4	Letter of Agreement to Furnish Copies of Long-term Debt Instruments and Agreements
10(i)	Employment Agreement between Camco and James E. Huston
10(ii)	Form of 2002 Salary Continuation Agreement
10(iii)	Form of 1996 Salary Continuation Agreement
10(iv)	Form of Executive Deferred Compensation Agreement
10(v)	First Ashland Financial Corporation 1995 Stock Option and Incentive Plan
10(vi)	Incentive Stock Option Award Agreement Pursuant to the First Ashland Financial Corporation 1995 Stock Option and Incentive Plan
10(vii)	Non-Qualified Stock Option Award Agreement Pursuant to the First Ashland Financial Corporation 1995 Stock Option and Incentive Plan
10(viii)	Camco Financial Corporation 2002 Equity Incentive Plan
10(ix)	Incentive Stock Option Award Agreement Pursuant to the Camco Financial Corporation 2002 Equity and Incentive Plan
10(x)	Non-Qualified Stock Option Award Agreement Pursuant to the Camco Financial Corporation 2002 Equity and Incentive Plan
10(xi)	Camco Financial Corporation 1995 Stock Option and Incentive Plan
10(xii)	Westwood Homestead Financial Corporation 1997 Stock Option Plan
10(xiii)	Incentive Stock Option Award Agreement Pursuant to the Westwood Homestead Financial Corporation 1997 Stock Option Plan
10(xiv)	Non-Qualified Stock Option Award Agreement Pursuant to the Westwood Homestead Financial Corporation 1997 Stock Option Plan
10(xv)	2011 Incentive Award Plan
10(xvi)	Change of Control Agreement including Attachment A listing participants
10(xvii)	Restricted Stock Award Agreement of James E. Huston
10(xviii)	Stock Option Award Agreement of James E. Huston
10(xix)	Amendment to 1997 Stock Option Plan
10(xx)	Amendment to 2002 Stock Option Plan
10(xxi)	Amendment to Change of Control Agreements
10(xxii)	Amendment to Salary Continuation Agreements

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10(xxiii)	2009 Cease and Desist Order
10(xxiv)	Camco Financial Corporation 2010 Equity Plan
10(xxv)	Incentive Stock Option Award Agreement Pursuant to the Camco Financial Corporation 2010 Equity Plan
10(xxvi)	Non-Qualified Stock Option Award Agreement Pursuant to the Camco Financial Corporation 2010 Equity Plan
10(xxvii)	Post 2011 Deferred Directors Compensation Plan
10(xxviii)	Salary Continuation Agreement for James E. Huston
10(xxix)	2012 Consent Order
10(xxx)	Second Amendment to Deferred Directors Compensation Plan
10(xxxi)	2010 Salary Continuation Agreement
11	Statement regarding computation of per share earnings
21	Subsidiaries of Camco
23	Consent of Plante & Moran PLLC regarding Camco's Consolidated Financial Statements and Form S-8
31(i)	Certification of Chief Executive Officer
31(ii)	Certification of Chief Financial Officer
31(iii)	Certification of Chief Executive Officer
31(iv)	Certification of Chief Financial Officer
32(i)	Certification of Chief Executive Officer
32(ii)	Certification of Chief Financial Officer

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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/ James E. Huston  
James E. Huston,  
Chairman, President, Chief Executive Officer

July 13, 2012

**INDEX TO EXHIBITS**

ITEM	DESCRIPTION	DOCUMENT REFERENCE
Exhibit 3(i)	Third Restated Certificate of Incorporation of Camco Financial Corporation, as amended	Incorporated by reference to Camco's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, Film no. 04668873 ( 2003 Form 10-K ), Exhibit 3(i)
Exhibit 3(ii)	2003 Amended and Restated By-Laws of Camco Financial Corporation	Incorporated by reference to Camco's Annual Report on Form 10-K for the fiscal year ended December 31, 2006, film no. 07695291 Exhibit 3(ii)
Exhibit 4	Letter of Agreement to Furnish Copies of Long-term Debt Instruments and Agreements	Incorporated by reference to Camco's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, film no. 12728015 ( 2011 Form 10-K ), Exhibit 4
Exhibit 10(i)	Employment Agreement dated December 31, 2008, by and between Camco Financial Corporation and James E. Huston	Incorporated by reference to Camco's 8-K filed on January 7, 2009, film no. 09512081, Exhibit 10
Exhibit 10(ii)	Form of 2002 Salary Continuation Agreement, including individualized Schedule A's for each participant	Incorporated by reference to Camco's 2003 Form 10-K, Exhibit 10(iv)
Exhibit 10(iii)	Form of 1996 Salary Continuation Agreement, including Schedule A for Edward A. Wright	Incorporated by reference to Camco's Annual Report on Form 10-K for the fiscal year ended December 31, 2004 film no. 05684554 ( 2004 Form 10-K ), Exhibit 10(iv)
Exhibit 10(iv)	Form of Executive Deferred Compensation Agreement	Incorporated by reference to Camco's 2003 Form 10-K, Exhibit 10(vi)
Exhibit 10(v)	First Ashland Financial Corporation 1995 Stock Option and Incentive Plan	Incorporated by reference to Camco's Form S-8 filed on June 10, 2002, File Number 333-90142, Exhibit 4.01
Exhibit 10(vi)	Incentive Stock Option Award Agreement Pursuant to the First Ashland Financial Corporation 1995 Stock Option and Incentive Plan	Incorporated by reference to Camco's 2004 Form 10-K, Exhibit 10(vii)
Exhibit 10(vii)	Non-Qualified Stock Option Award Agreement Pursuant to the First Ashland Financial Corporation 1995 Stock Option and Incentive Plan	Incorporated by reference to Camco's 2004 Form 10-K, Exhibit 10(viii)
Exhibit 10(viii)	Camco Financial Corporation 2002 Equity Incentive Plan	Incorporated by reference to Camco's Form S-8 filed on June 10, 2002, File Number 333-90152, Exhibit 4.01
Exhibit 10(ix)	Incentive Stock Option Award Agreement Pursuant to the Camco Financial Corporation 2002 Equity Incentive Plan	Incorporated by reference to Camco's Form 8-K filed on February 2, 2005, film no. 05570393 ( 2005 8-K ), Exhibit 10.5

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**INDEX TO EXHIBITS (continued)**

ITEM	DESCRIPTION	DOCUMENT REFERENCE
Exhibit 10(x)	Non-Qualified Stock Option Award Agreement Pursuant to the Camco Financial Corporation 2002 Equity Incentive Plan	Incorporated by reference to Camco's 2004 Form 10-K, Exhibit 10(xi)
Exhibit 10(xi)	Camco Financial Corporation 1995 Stock Option and Incentive Plan	Incorporated by reference to Camco's Form S-8 filed on June 10, 2002, File Number 333-90166, Exhibit 4.01
Exhibit 10(xii)	Westwood Homestead Financial Corporation 1997 Stock Option and Incentive Plan	Incorporated by reference to Camco's Form S-8 filed on January 5, 2000, File Number 333-94113, Exhibit 4.01
Exhibit 10(xiii)	Incentive Stock Option Award Agreement Pursuant to the Westwood Homestead Financial Corporation 1997 Stock Option Plan	Incorporated by reference to the 2005 8-K, Exhibit 10.4
Exhibit 10(xiv)	Non-Qualified Stock Option Award Agreement Pursuant to the Westwood Homestead Financial Corporation 1997 Stock Option Plan	Incorporated by reference to the 2005 8-K, Exhibit 10.3
Exhibit 10(xv)	2011 Incentive Award Plan	Incorporated by reference to the Form 8-K filed on April 26, 2011, as amended by the Form 8-K on December 20, 2011
Exhibit 10(xvi)	Change of Control Agreement including Attachment A listing participants	Incorporated by reference to Camco's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, film no. 09689952 ( 2008 Form 10-K ) Exhibit 10(xvii)
Exhibit 10(xvii)	Restricted Stock Award Agreement of James E. Huston	Incorporated by reference to the 2008 Form 10-K, Exhibit 10(xviii)
Exhibit 10(xviii)	Stock Option Award Agreement of James E. Huston	Incorporated by reference to the 2008 Form 10-K, Exhibit 10(xix)
Exhibit 10(xix)	First Amendment to Westwood 1997 Stock Option and Incentive Plan	Incorporated by reference to the 2008 Form 10-K, Exhibit 10(xx)
Exhibit 10(xx)	First Amendment to Camco 2002 Equity Incentive Plan	Incorporated by reference to the 2008 Form 10-K, Exhibit 10(xxi)
Exhibit 10(xxi)	Second Amendment to Change of Control Agreements	Incorporated by reference to the 2008 Form 10-K, Exhibit 10(xxii)
Exhibit 10(xxii)	First Amendment to Salary Continuation Agreements	Incorporated by reference to the 2008 Form 10-K, Exhibit 10(xxiii)
Exhibit 10(xxiii)	2009 Cease and Desist Order	Incorporated by reference to Camco's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, Exhibit 10(xxiv)
Exhibit 10(xxiv)	2010 Camco Financial Corporation Equity Plan	Incorporated by reference from Exhibit A to the Definitive Proxy filed on April 19, 2010



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**INDEX TO EXHIBITS (continued)**

ITEM	DESCRIPTION	DOCUMENT REFERENCE
Exhibit 10(xxv)	Incentive Stock Option Award Agreement Pursuant to the Camco Financial Corporation 2010 Equity Plan	Incorporated by reference to the Form 8-K filed on March 10, 2011, Exhibit 10.1
Exhibit 10(xxvi)	Non-Qualified Stock Option Award Agreement Pursuant to the Camco Financial Corporation 2010 Equity Plan	Incorporated by reference to the Form 8-K filed on March 10, 2011, Exhibit 10.2
Exhibit 10(xxvii)	Post 2011 Deferred Directors Compensation Plan	Incorporated by reference to the 2011 Form 10-K, Exhibit 10 (xxviii)
Exhibit 10(xxviii)	Salary Continuation Agreement for James Huston	Incorporated by reference to the 2011 Form 10-K, Exhibit 10 (xxix)
Exhibit 10(xxix)	2012 Consent Order	Incorporated by reference to the 2011 Form 10-K, Exhibit 10 (xxx)
Exhibit 10(xxx)	Second Amendment to Deferred Directors Plan	Incorporated by reference to the 2011 Form 10-K, Exhibit 10 (xxx)
Exhibit 10 (xxxi)	2010 Salary Continuation Agreement	Incorporated by reference to the Form 8-K filed on May 16, 2012, Exhibit 10.1
Exhibit 11	Statement regarding computation of per share earnings	Incorporated by reference to Note A to the consolidated financial statements in Item 8 of the 2011 Form 10-K
Exhibit 21	Subsidiaries of Camco	Incorporated by reference to the 2011 Form 10-K, Exhibit 21
Exhibit 23	Consent of Plante & Moran PLLC	Incorporated by reference to the 2011 Form 10-K, Exhibit 23
Exhibit 31(i)	Section 302 Certification by Chief Executive Officer	Previously filed with the 2011 Form 10-K, Exhibit 31(i)
Exhibit 31(ii)	Section 302 Certification by Principal Financial and Accounting Officer	Previously filed with the 2011 Form 10-K, Exhibit 31(ii)
Exhibit 31(iii)	Section 302 Certification by Chief Executive Officer	Filed herewith
Exhibit 31(iv)	Section 302 Certification by Principal Financial and Accounting Officer	Filed herewith
Exhibit 32(i)	Section 1350 Certification by Chief Executive Officer	Previously filed with the 2011 Form 10-K, Exhibit 32(i)
Exhibit 32(ii)	Section 1350 Certification by Principal Financial and Accounting Officer	Previously filed with the 2011 Form 10-K, Exhibit 32(ii)