

Greenwalt Troy Douglas
Form 4
March 28, 2013

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 *
Greenwalt Troy Douglas

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)
2045 CHICKASAW DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/27/2013

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

LONDON, OH 43140
(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 20,700 | I | By 401(k) Plan |
| Common Stock | 03/27/2013 | | F | 838 (1) D \$ 3.59 | 65,015 | D | |

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

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SEC 1474 (9-02)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock Warrants (Right to Buy) | \$ 2.1 | | | | | 11/07/2012 11/06/2017 | Common Stock | 14,250 |
| Common Stock Warrants (Right to Buy) | \$ 2.1 | | | | | 11/07/2012 11/06/2017 | Common Stock | 7,945 |
| Common Stock Warrants (Right to Buy) | \$ 2.1 | | | | | 11/07/2012 11/06/2017 | Common Stock | 7,126 |
| Stock Option | \$ 2.15 | | | | | 02/18/2011 ⁽²⁾ 02/18/2021 | Common Shares | 9,383 |
| Stock Option | \$ 2.51 | | | | | 02/26/2010 ⁽²⁾ 02/26/2020 | Common Shares | 8,345 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| Greenwalt Troy Douglas 2045 CHICKASAW DRIVE LONDON, OH 43140 | | | SVP | Chief Lending Officer |

Signatures

/s/Kristina K. Tipton, POA for Troy D.
Greenwalt

03/28/2013

__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 forfeited for tax purposes, for shares vested and valued at closing price on March 27, 2013 with a value of \$3,008.42.

(2) 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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