

Waterstone Financial, Inc.
 Form 4
 January 23, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Larson Richard C

(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)
 CFO

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 Price (A) or (D)		
Common Stock ⁽¹⁾	01/22/2014		A		57,608 ⁽¹⁾	A	\$ 0 57,608 ⁽¹⁾ D
Common Stock ⁽¹⁾	01/22/2014		A		1,097 ⁽¹⁾	A	\$ 0 1,097 ⁽¹⁾ I By Spouse
Common Stock ⁽¹⁾	01/22/2014		A		22,394 ⁽¹⁾	A	\$ 0 22,394 ⁽¹⁾ I By ESOP
Common Stock	01/22/2014		A		1,000	A	\$ 10 1,000 I by 401(k) plan
Common Stock ⁽¹⁾	01/22/2014		A		54 ⁽¹⁾	A	\$ 0 54 ⁽¹⁾ I By Child 1

Common Stock 01/22/2014⁽¹⁾ A 54 ⁽¹⁾ A \$ 0 54 ⁽¹⁾ I By Child 2

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 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)	Amount or Number of Shares
Stock Options ⁽²⁾	\$ 16.11 ⁽²⁾	01/22/2014		A	54,865 ⁽²⁾	01/22/2014 01/05/2017	Common Stock	54,865 ⁽²⁾
Stock Options ⁽²⁾	\$ 1.73 ⁽²⁾	01/22/2014		A	32,919 ⁽²⁾	01/22/2014 01/04/2022	Common Stock	32,919

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Larson Richard C 11200 W PLANK COURT WAUWATOSA, WI 53226			CFO	

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)

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Pursuant to the Conversion and Reorganization plan 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 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
- (2) 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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