

HUDSON PAUL C
Form 5
February 14, 2012

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HUDSON PAUL C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

4800 WILSHIRE BOULEVARD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

LOS ANGELES, CA 90010

(City) (State) (Zip)

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock ⁽¹⁾ | Â | Â | Â | Â | Â | Â | 6,453 | D | Â |
| Common Stock ⁽²⁾ | Â | Â | Â | Â | Â | Â | 6,453 | D | Â |
| Common Stock ⁽³⁾ | Â | Â | Â | Â | Â | Â | 6,192 | D | Â |

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

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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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 6.68 | Â | Â | Â | Â Â | 07/25/2007 ⁽⁵⁾ 07/25/2012 | Common Stock 29,71 |
| Employee Stock Ownership Plan | Â | Â | Â | Â | Â Â Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock 16,99 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUDSON PAUL C 4800 WILSHIRE BOULEVARD LOS ANGELES, CA 90010 | Â X | Â | Â Chairman and CEO | Â |

Signatures

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

02/14/2012

**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) These shares are held in a Citigroup IRA under Paul Hudson.
- (2) These shares are held in a Smith Barney IRA under Paul Hudson.
- (3) These shares are held directly by Paul Hudson.
- (4) These shares are held in the Employee Stock Ownership Plan (ESOP). When employee is no longer employees, then the shares become exercisable.
- (5)

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On July 25, 2002 the Board of Directors granted 29,718 shares of Stock Options under the Long Term Incentive Plan. The stock price on that day was \$6.6800 per share. The shares will vest in five (5) equal annual installments each year beginning the following year, on July 25. The options are fully exercisable on July 25, 2007 but if not exercised, expire on July 25, 2012 or upon termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.