

Waterstone Financial, Inc.
Form 4
January 23, 2014

FORM 4

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

OMB APPROVAL

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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		
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

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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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