LAKE SHORE BANCORP, INC.

Form 4

February 06, 2015

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting I Bennett Tracy Steve | Person <u>*</u> | 2. Issuer Name and Ticker or Trading Symbol LAKE SHORE BANCORP, INC. [LSBK] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|-----------------------------------------------------------|-----------------|--------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|--|--|--|
| (Last) (First) (M | Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/05/2015 | _X Director 10% Owner Officer (give title below) Other (specify below) | | | |
| (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| DUNKIRK, NY 14048 | | | Form filed by More than One Reporting | | | |

| DUNKIRK, NY 140 | 48 |
|-----------------|----|
|-----------------|----|

(State)

(Zip)

(City)

| (City) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | |
|------------------------|----------------------------------------------------------------------------------|-------------------------------|--------------------|------------|----------|---------------|------------------------------------------------|----------------------------|-----------------------|--|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. | 4. Securit | | 1 | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect | |
| (Instr. 3) | (Monui/Day/Tear) | any | Transactio Code | (D) | sposec | 1 01 | Beneficially | (D) or | Beneficial | |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, | 4 and 5 | 5) | Owned Following | Indirect (I) (Instr. 4) | Ownership (Instr. 4) | |
| | | | | | (A) or | | Reported Transaction(s) (Instr. 3 and 4) | | | |
| Common Stock | 02/05/2015 | | Code V P | Amount 100 | (D) A | Price \$ 13.5 | 5,746 <u>(1)</u> | D | | |
| Common Stock | | | | | | | 4,000 | I | By IRA | |

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)

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | isable and | 7. Titl | e and | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|---------|-----------------|-------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration Da | ate | Amou | nt of | Derivative | J |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) |] |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | (|
| | Security | | | | Acquired | | | | | | J |
| | | | | | (A) or | | | | | | J |
| | | | | | Disposed | | | | | | 7 |
| | | | | | of (D) | | | | | | (|
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A 4 | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | T:41- | or Name land | | |
| | | | | | | Exercisable | Date | Title | Number | | |
| | | | | C 1 W | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

Bennett Tracy Steve C/O 31 EAST FOURTH STREET X DUNKIRK, NY 14048

Signatures

/s/ Rachel A. Foley, pursuant to power of attorney

02/06/2015

**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).
- Includes 391 shares of restricted stock which vest on December 18, 2015 and 3,868 shares of restricted stock which vest at a rate of 20% per year commencing on August 12, 2015.

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

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