

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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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 \*  
Lawton Patrick S

(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)

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 (D) Price		
Common Stock <sup>(1)</sup>	01/22/2014		A		144,698 <sup>(1)</sup>	A	\$ 0 144,698 <sup>(1)</sup> D
Common Stock	01/22/2014		A		30,000	A	\$ 10 174,698 D
Common Stock <sup>(1)</sup>	01/22/2014		A		5,376 <sup>(1)</sup>	A	\$ 0 5,376 <sup>(1)</sup> I By Trust Child 1
Common Stock <sup>(1)</sup>	01/22/2014		A		5,376 <sup>(1)</sup>	A	\$ 0 5,376 <sup>(1)</sup> I By Trust Child 2
Common Stock <sup>(1)</sup>	01/22/2014		A		5,376 <sup>(1)</sup>	A	\$ 0 5,376 <sup>(1)</sup> I By Trust Child 3
	01/22/2014		A		5,376 <sup>(1)</sup>	A	\$ 0 5,376 <sup>(1)</sup> I

Common Stock <u>(1)</u>								By Trust Child 4	
Common Stock <u>(1)</u>	01/22/2014		A	532 <u>(1)</u>	A	\$ 0	532 <u>(1)</u>	I	By Spouse

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options <u>(2)</u>	\$ 16.11 <u>(2)</u>	01/22/2014		A	54,865 <u>(2)</u>	01/22/2014	01/05/2017	Common Stock	54,865 <u>(2)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lawton Patrick S 11200 W PLANK COURT WAUWATOSA, WI 53226		X		

## Signatures

/s/ Richard C. Larson, attorney in fact  
Date: 01/23/2014  
\*\*Signature of Reporting Person

## 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) Pursuant to the Plan of Conversion and Reorganization 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).

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- Pursuant to the Plan of 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. 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.