Waterstone Financial, Inc.

Form 4

January 23, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires:

OMB APPROVAL

2005 Estimated average

burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

21 (1)

Ι

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

Bruss William F

1. Name and Address of Reporting Person *

01/22/2014

Stock (1)

may continue.

See Instruction

Diuss william F				Waterstone Financial, Inc. [WSBF]				issuci				
			BF]					(Check all applicable)				
(Last) (First) (Middle)				3. Date of Earliest Transaction					, 11			
11200 W PLANK COURT			(Month/Day/Year) 01/22/2014				Director 10% OwnerX Officer (give title Other (specify below) COO General Counsel					
(Street)				4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
				Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
	WAUWATO	OSA, WI 53226							Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Dis								quired, Disposed	of, or Beneficia	ally Owned		
	1.Title of Security (Instr. 3)	curity (Month/Day/Year) Execution any			3. Transactic Code (Instr. 8)	Transaction(A) or Disposed of Code (D)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
					Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
	Common Stock	01/22/2014			A	12,497	A	\$ 10	12,497	I	by 401(k) plan	
	Common Stock (1)	01/22/2014			A	21,329 (1)	A	\$0	21,329 (1)	I	By ESOP	
	Common Stock (1)	01/22/2014			A	32,370 (1)	A	\$0	32,370 (1)	D		
	Common	01/22/2014			Δ	21 (1)	Δ	\$ 0	21 (1)	ī	By	

21 (1)

Α

\$0

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

A

Custodian

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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 orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 16.11 (2)	01/22/2014		A	54,865 (2)	01/22/2014	01/05/2017	Common Stock	54,865 (2)
Stock Options	\$ 1.73 (2)	01/22/2014		A	38,405 (2)	01/22/2014	01/04/2022	Common Stock	38,405 (2)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bruss William F

11200 W PLANK COURT WAUWATOSA, WI 53226 **COO** General Counsel

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) 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).
- (2) Purusant 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 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

Reporting Owners 2

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ratio. All such converted options continue to vest based on the original terms.

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