INSLEY SUSAN J Form 5 February 11, 2003

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

- O Check box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue.
 See Instruction 1(b).
- O Form 3 Holdings Reported
- X Form 4 Transactions Reported

| Name and Address of Reporting Person* | 2. | Issuer Name and Ticker or Trading Symbol | 3. | I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | | | |
|---------------------------------------|----|---|----|--|--|--|--|
| Insley Susan J. | | Camco Financial Corporation (CAFI) | | | | | |
| (Last) (First) (Middle) | - | | _ | | | | |
| | 4. | Statement for Month/Year | 5. | If Amendment, Date of Original (Month/Year) | | | |
| 4972 Tempe Road | - | December 31, 2002 | _ | | | | |
| (Street) | | Relationship of Reporting Person(s) to Issuer (Check All Applicable) | 7. | Individual or Joint/Group Reporting (Check Applicable Line) | | | |
| Powell Ohio 43065 | | X Director O 10% Owner | | x Form filed by One Reporting Person | | | |
| (City) (State) (Zip) | - | O Officer (give title below) | | 0 | | | |

| O | Other (specify below) | Form filed by More than One Reporting Person |
|---|-----------------------|--|
| | | Person |

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

^{*} If the form is filed by more than one reporting person, see instruction 4(b)(v).

| Table I Nor | -Derivative | Securities A | cquired, | Dispos | ed of, | or Beneficiall | v Owned |
|-------------|-------------|--------------|----------|--------|--------|----------------|---------|
|-------------|-------------|--------------|----------|--------|--------|----------------|---------|

| 1. | Title of Security (Instr. 3) | 2. | Transaction Date (Month/Day/Year) | Deemed Execution Date, if any (Month/Day/Year) | 3. | Transla Code (Instr. 8) | ctSeauritie or Dispo (Instr. 3, | sed of | (D) | 5. | Amount 6. of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 and 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. | Nature of Indirect Beneficial Ownership (Instr. 4) |
|----|------------------------------------|----|-----------------------------------|--|----|----------------------------------|---------------------------------------|------------------|------------|----|--|---|----|--|
| | | | | | | | Amount | (A) or (D) | Price | | | | | |
| | Common Stock | | 3/27/02 | | | A | 189 | A | \$13.32 | | | | | |
| | Common Stock | | 6/24/02 | | | A | 88 | A | \$14.45 | | | | | |
| | Common Stock | | 10/04/02 | | | A | 93 | A | \$13.35 | | 371 | I | | By Deferred Compensation Plan |

(Over) SEC 2270 (9-02)

| | | | | | | Disposed of, or Berns, convertible secu | | | | | | |
|---|----|--|----|--------------------------------------|-----|--|----|-----------------------------------|----|------------|----------------|-------|
| 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. | Securities | (A) or Dispose | sed o |
| | | | | | | | | | | (A) | (D) | |
| | | | | | | | | | | | | |
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| | | | Disposed of, or Beneficia otions, convertible secu | | ued |
|---|----------------------------------|--|---|--|--|
| 6. Date Exercisable and 7. Title a Expiration Date Amou (Month/Day/Year) Under Securion (Instr. | ınt of rlying | Price of 9. Derivative Security (Instr. 5) | Number of Derivative 10 Securities Beneficially Owned at End of Year (Instr. 4) | D. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Date Expiration Exercisable Date Title | Amount or Number of Shares | | | | |
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| Explanation of Responses: | | | | | |
| /s/ Mark A. Severson | 02/0 | 07/03 | | | |
| **Signature of Reporting Person | D | ate | _ | | |
| Mark A. Severson POA for Susan J. Insley ** Intentional misstatements or o | omissions of f | acts constitut | a Federal Criminal Viola | tions | |

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

If space is insufficient, see Instruction 6 for procedure.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned officer and/or director of Camco Financial Corporation (the Company), hereby constitutes and appoints Larry A. Caldwell, Richard C. Baylor or Mark A. Severson as his/her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any and all Securities and Exchange Commission Forms 3, 4 and 5 with respect to the securities of the Company beneficially owned by the undersigned, any and all amendments thereto, and to file the same, and other documents relating thereto, with the Securities and Exchange Commission, and grants unto each of said attorneys-in-fact and substitute or substitutes full power and authority to do each and every act and thing requested and necessary to be done in and about the premises as fully to all intents and purposes as he/she might do in person, and hereby ratifies and confirms all things that each of said attorneys-in-fact and substitute or substitutes may lawfully do and seek to be done by virtue hereof.

This Power of Attorney shall be valid until such time as it is revoked by the undersigned in writing.

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand this 20th day of August, 2002.

| Signature: | /s/ Susan J. Insley |
|-------------|---------------------|
| Print Name: | Susan J. Insley |
| Capacity: | Director |