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

2. Issuer Name and Ticker or Trading

OMB APPROVAL OMB

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock (1)

Common

Stock (1)

01/22/2014

01/22/2014

(Print or Type Responses)

1. Name and Address of Reporting Person *

Arndt Rebec	eca M	Symbol Watersto	one Finan	cial Inc	[WS]	RFI	Issuer		
(Last)	(First) (M		Waterstone Financial, Inc. [WSBF] 3. Date of Earliest Transaction			(Check all applicable)			
11200 W PL		(Month/Day/Year) 01/22/2014				Director 10% Owner X Officer (give title Other (specify below) Vice President			
			Amendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)		Zip) Tobl	T N D		•,		Person	e p e i	
(City)	(State)	Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition(A) or Discon(D) (Instr. 3, 4)	sposed	of	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/22/2014		A	20,028	A	\$ 10	20,028	I	By 401(k) plan

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

A

(1)

(1)

24,566

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11,455 (1)

24,566 (1)

Ι

D

By ESOP

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number.

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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 16.11 (2)	01/22/2014		A	27,432 (2)	01/22/2014	01/05/2017	Common Stock	27,432 (2)
Stock Options	\$ 1.73 <u>(2)</u>	01/22/2014		A	21,946 (2)	01/22/2014	01/04/2022	Common Stock	21,946 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Arndt Rebecca M 11200 W PLANK COURT WAUWATOSA, WI 53226

Vice President

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).
- 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).
 - 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 excercise 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.

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