

MSB FINANCIAL CORP.

Form 4

July 17, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCAIN THOMAS G

(Last) (First) (Middle)

1902 LONG HILL ROAD

(Street)

MILLINGTON, NJ 07946

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MSB FINANCIAL CORP. [MSBF]

3. Date of Earliest Transaction
(Month/Day/Year)

07/16/2015

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/16/2015		D	V 7,711 D <u>11</u> 0		D	
Common Stock	07/16/2015		D	V 100 D <u>11</u> 0		I	By Spouse
Common Stock	07/16/2015		D	V 20,064 D <u>11</u> 0		I	By IRA

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

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(9-02)

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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
Stock Option (Right to Buy)	\$ 10.75	07/16/2015		D V	19,279	05/09/2009 05/09/2018	Common Stock	19,279

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCCAIN THOMAS G 1902 LONG HILL ROAD MILLINGTON, NJ 07946	X

Signatures

/s/ Thomas G.
McCain 07/17/2015

__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).

Pursuant to the Plan of Conversion and Reorganization of MSB Financial, MHC, each share of MSB Financial Corp. common stock was converted into and exchanged for 1.1397 shares of MSB Financial Corp., a Maryland corporation, common stock with cash to be paid in lieu of fractional shares.

Pursuant to the Plan of Conversion and Reorganization of MSB Financial, MHC, each option to acquire a share of MSB Financial Corp. common stock was converted into an option to acquire 1.1397 shares of MSB Financial Corp., a Maryland corporation, common stock and the exercise price was adjusted accordingly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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