

Moran Matthew F
Form 4
August 24, 2012

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 *
Moran Matthew F

2. Issuer Name **and** Ticker or Trading
Symbol
Sound Financial Bancorp, Inc.
[SFBC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2005 FIFTH AVE, SUITE 200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2012

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP / Chief Credit Officer

SEATTLE, WA 98121

4. If Amendment, Date Original
Filed(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
Person

(City) (State) (Zip)

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	08/22/2012		P	4,900 A \$ 10	4,900	I	401(k)
Common Stock	08/22/2012		J ⁽¹⁾	1,733 A \$ 0	6,633	I	ESOP
Common Stock	08/22/2012		J ⁽¹⁾	4,304 A \$ 0	10,937	D	

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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 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)		8. Derivative Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.41	08/22/2012		J ⁽²⁾		5,682		⁽³⁾	01/27/2019	Common Stock	5,682
Stock Option (Right to Buy)	\$ 9.72	08/22/2012		J ⁽²⁾		5,682		⁽³⁾	01/27/2019	Common Stock	5,682
Stock Option (Right to Buy)	\$ 8.49	08/22/2012		J ⁽²⁾		4,473		⁽⁴⁾	02/28/2022	Common Stock	4,473

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Moran Matthew F 2005 FIFTH AVE, SUITE 200 SEATTLE, WA 98121	EVP / Chief Credit Officer

Signatures

/s/ Matthew P. Deines 08/24/2012

**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).

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- (1) In accordance with the Plan of Conversion and Reorganization of Sound Community MHC, effective August 22, 2012, each outstanding share of common stock of Sound Financial, Inc. was exchanged for 0.87423 shares of Sound Financial Bancorp, Inc. common stock.

In accordance with the Plan of Conversion and Reorganization of Sound Community MHC, effective August 22, 2012, each outstanding
- (2) option for a share of Sound Financial, Inc. common stock was exchanged for a stock option for 0.87423 shares of Sound Financial Bancorp, Inc., rounded down to the nearest share. The exercise price was determined by dividing the original exercise price of the exchange option by the 0.87423 exchange ratio.
- (3) Options vest in five equal installments beginning on January 27, 2010.
- (4) Options vest in five equal installments beginning on February 28, 2013.

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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