Jones Debra Form 4 August 24, 2012

## FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

**OMB APPROVAL** 

OMB Number:

3235-0287

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \* Jones Debra

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

Sound Financial Bancorp, Inc.

(Check all applicable)

[SFBC]

(Middle)

(Zip)

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

08/22/2012

X\_ Director Officer (give title

10% Owner Other (specify

C/O SOUND FINANCIAL BANCORP, INC., 2005 FIFTH **AVE, SUITE 200** 

(Street)

(State)

(First)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SEATTLE, WA 98121

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Form: Direct Indirect Securities Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) or (Instr. 3 and 4) Code V Price Amount (D)

08/22/2012 P \$ 10 5,000 D 5,000 Α

Common 08/22/2012 J(1)14,608 \$0 19,608 D Α Stock

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

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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(In

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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D	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 Option (Right to Buy)	\$ 8.41	08/22/2012		J(2)	1,623	(3)	01/27/2019	Common Stock	1,623	
Stock Option (Right to Buy)	\$ 9.72	08/22/2012		J <u>(2)</u>	1,623	(3)	01/27/2019	Common Stock	1,623	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
)ehra						

Jones Debra C/O SOUND FINANCIAL BANCORP, INC. 2005 FIFTH AVE, SUITE 200 SEATTLE, WA 98121

## X

## **Signatures**

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

\*\*Signature of Date
Reporting Person

## **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) 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 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.

Reporting Owners 2

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(3) Options vest in five equal installments beginning on January 27, 2010.

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.