

Deines Matthew P
Form 4
August 24, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Deines Matthew P

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
 Officer (give title below) _____ Other (specify below)
EVP / CFO

SEATTLE, WA 98121

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
Common Stock	08/22/2012		P	V Amount (A) or (D) Price	2,500	I	401(k)
Common Stock	08/22/2012		J ⁽¹⁾	9,515	A \$ 0 12,015	I	401(k)
Common Stock	08/22/2012		J ⁽¹⁾	174	A \$ 0 12,189	I	UTMA
Common Stock	08/22/2012		J ⁽¹⁾	2,317	A \$ 0 14,506	I	ESOP
Common Stock	08/22/2012		J ⁽¹⁾	10,454	A \$ 0 24,960	D	

Edgar Filing: Deines Matthew P - Form 4

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

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

SEC 1474 (9-02)

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. Amount or Number of Shares	
				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⁾	7,256	⁽³⁾ 01/27/2019	Common Stock	7,256	
Stock Option (Right to Buy)	\$ 9.72	08/22/2012		J ⁽²⁾	7,256	⁽³⁾ 01/27/2019	Common Stock	7,256	
Stock Option (Right to Buy)	\$ 8.49	08/22/2012		J ⁽²⁾	4,371	⁽⁴⁾ 02/28/2022	Common Stock	4,371	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Deines Matthew P 2005 FIFTH AVE, SUITE 200 SEATTLE, WA 98121			EVP / CFO	

Signatures

/s/ Laura Lee Stewart 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).
- (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.
- (2) Options vest in five equal installments beginning on January 27, 2010.
- (3) 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. 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.