MSB FINANCIAL CORP.

Form 4 July 17, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

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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

(Print or Type Responses)

1(b).

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

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

MSB FINANCIAL CORP. [MSBF]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Check all applicable)

(Last)

(City)

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 07/16/2015

X\_ Director 10% Owner Other (specify Officer (give title below)

1902 LONG HILL ROAD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MILLINGTON, NJ 07946

(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. Transactio Code (Instr. 8)			1 and 5) (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	07/16/2015		D	V	7,711	D	<u>(1)</u>	0	D		
Common Stock	07/16/2015		D	V	100	D	<u>(1)</u>	0	I	By Spouse	
Common Stock	07/16/2015		D	V	20,064	D	(1)	0	I	By IRA	

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)

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. Transa Code (Instr.		5. Number of onDerivative 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)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	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

\*\*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. (2) 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. 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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