

Carney Robert F
Form 4
August 24, 2012

FORM 4

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

OMB APPROVAL

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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 *
Carney Robert 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)

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

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

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

(Street)

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

SEATTLE, WA 98121

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 08/22/2012 | | J ⁽¹⁾ | 7,409 A \$ 0 | 7,409 | D | |

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

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SEC 1474 (9-02)

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

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| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 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 ⁽²⁾ | 1,623 | ⁽³⁾ 01/27/2019 | Common Stock | 1,623 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Carney Robert F C/O SOUND FINANCIAL BANCORP, INC. 2005 FIFTH AVE, SUITE 200 SEATTLE, WA 98121 | X | | | |

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).
- (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.
- (2) 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.
- (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.

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