

Sound Financial Bancorp, Inc.
Form 4/A
February 03, 2015

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 *
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)
01/28/2015

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP / CFO

SEATTLE, WA 98121

4. If Amendment, Date Original Filed(Month/Day/Year)
01/30/2015

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/28/2015		A	1,167 A \$ 18.36	17,115	D	
Common Stock					12,015	I	401(k)
Common Stock					174	I	UTMA
Common Stock					4,941	I	ESOP

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

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(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
Stock Option (Right to Buy)	\$ 18.36	01/28/2015		A	3,190	<u>(4)</u> 01/28/2025	Common Stock	3,190
Stock Option (Right to Buy)	\$ 18.36	01/28/2015		A	8,502	<u>(5)</u> 01/28/2025	Common Stock	8,502
Stock Option (Right to Buy)	\$ 9.72					<u>(1)</u> 01/27/2019	Common Stock	2,006
Stock Option (Right to Buy)	\$ 8.49					<u>(2)</u> 02/28/2022	Common Stock	4,371
Stock Option (Right to Buy)	\$ 16.8					<u>(3)</u> 01/23/2024	Common Stock	18,073

Reporting Owners

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

SEATTLE, WA 98121

Signatures

/s/ Matthew P.
Deines

02/03/2015

__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) Options vest in five equal annual installments beginning on January 27, 2010
- (2) Options vest in five equal annual installments beginning on February 28, 2013
- (3) Options vest in five equal annual installments beginning on January 23, 2015
- (4) Options vest in three equal annual installments beginning on January 28, 2015.
- (5) Options vest in five equal annual installments beginning on January 28, 2016.

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.