

Sound Financial Bancorp, Inc.
Form 4
August 15, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Moran Matthew 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)
2005 FIFTH AVE, SUITE 200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2014

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP / Chief Credit Officer

SEATTLE, WA 98121

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
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	08/14/2014		S	1,541	D	\$ 18.08	12,534	D	
Common Stock							4,900	I	401(k)
Common Stock							4,290	I	ESOP

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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. Price of Derivative Security (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.49							<u>(2)</u>	02/28/2022	Common Stock	3,614
Stock Option (Right to Buy)	\$ 9.72							<u>(1)</u>	01/27/2019	Common Stock	5,682
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
Moran Matthew F 2005 FIFTH AVE, SUITE 200 SEATTLE, WA 98121	EVP / Chief Credit Officer

Signatures

/s/ Matthew P. Deines,
attorney-in-fact

08/18/2014

**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 installments beginning on January 27, 2010.

(2) Options vest in five equal installments beginning on February 28, 2013.

(3) Options vest in five equal installments beginning on January 23, 2015.

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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