

CSB BANCORP INC /OH

Form 10-K/A

March 28, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K/A
Amendment No. 1**

(Mark one)

ANNUAL REPORT PURSUANT TO SECTIONS 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2006

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. 0-21714

CSB BANCORP, INC.

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction of incorporation or organization)

34-1687530

(I.R.S. Employer Identification No.)

91 North Clay Street, Millersburg, Ohio

(Address of principal executive offices)

44654

(Zip code)

Registrant's telephone number, including area code (330) 674-9015

Securities registered under Section 12(b) of the Act: None

Securities registered under Section 12(g) of the Act:

Common Shares, \$6.25 par value

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer Accelerated filer Non-accelerated filer x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At June 30, 2006, the aggregate market value of the voting stock held by non-affiliates of the registrant, based on a share price of \$20.40 per share (such price being the last trade price on such date) was \$48.0 million.

At March 26, 2007, there were outstanding 2,462,891 of the registrant's Common Shares, \$6.25 par value.

Explanatory Note

CSB Bancorp Inc. (the Company) is filing this Amendment No.1 on Form 10-K/A solely to correct certain typographical errors contained in Exhibit 23.1 in the Company's Form 10-K filing for the fiscal year ended December 31, 2006, as filed with the U.S. Securities and Exchange Commission on March 23, 2007 (the Original Filing). The Registrant is correcting the date on the Report of Independent Registered Public Accounting Firm from February 28, 2007 to March 7, 2007 and to include their consent with Form S-3 of CSB Bancorp, Inc. Share Owner Dividend Reinvestment Plan.

No other information in the Original Filing is hereby amended. This Form 10-K/A continues to describe conditions as of the date of the Original Filing, and accordingly, the Company has not updated the disclosures contained herein to reflect events that occurred at a later date.

As required, the Company's principal executive officer and principal financial officer are providing Rule 13a-14(a) certifications dated March 26, 2007 in connection with this Form 10-K/A and written statements pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 dated March 26, 2007.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CSB BANCORP, INC.

Date: March 26, 2007

/s/ Eddie L. Steiner

Eddie L. Steiner, President and
Chief Executive Officer

Date: March 26, 2007

/s/ Paula J. Meiler

Paula J. Meiler, Senior Vice
President
and Chief Financial Officer