

LINNEMAN THOMAS J
Form 4
January 19, 2012

FORM 4

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

OMB APPROVAL

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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 *
LINNEMAN THOMAS J

(Last) (First) (Middle)

3723 GLENMORE AVENUE

(Street)

CHEVIOT, OH 45211

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Cheviot Financial Corp. [CHEV]

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

01/18/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (D) Price | | | |
| Common Stock | 01/18/2012 | | J ⁽¹⁾ | 48,956 A \$ 0 | 48,956 | D | |
| Common Stock | 01/18/2012 | | J ⁽¹⁾ | 10,712 A \$ 0 | 10,712 | I | By Spouse |
| Common Stock | 01/18/2012 | | P | 9,375 A \$ 8 | 9,375 | I | By 401(k) |
| Common Stock | 01/18/2012 | | J ⁽¹⁾ | 20,010 A \$ 0 | 20,010 | I | By 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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock Options | \$ 13.011 (2) | 01/18/2012 | | J(2) | 85,700 | 05/05/2006 05/05/2015 | Common Stock | 85,700 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LINNEMAN THOMAS J 3723 GLENMORE AVENUE CHEVIOT, OH 45211 | X | | President and CEO | |

Signatures

/s/ Alan Schick, Pursuant to Power of Attorney

01/19/2012

__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) Pursuant to the Plan of Conversion and Reorganization of Cheviot Mutual Holding Company, each share of Cheviot Financial Corp. (Federal corporation) was exchanged for 0.8570 shares of common stock of Cheviot Financial Corp. (Maryland corporation).

Pursuant to the Plan of Conversion and Reorganization of Cheviot Mutual Holding Company, each option to purchase shares of common stock of Cheviot Financial Corp. (Federal corporation) was converted into an option to purchase shares of common stock of Cheviot Financial Corp. (Maryland corporation) by multiplying the number of shares subject to each option by the 0.8570 exchange ratio. The exercise price per share of each converted option was determined by dividing the exercise price of the option by the 0.8570 exchange ratio. All such converted options continue to vest based on their original terms.

(3) Options to purchase shares of common stock vest at a rate of 20% per year commencing on May 5, 2006.

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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