

AGER GEORGE M JR
Form 4
May 30, 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 *
AGER GEORGE M JR

2. Issuer Name and Ticker or Trading Symbol
QUAINT OAK BANCORP INC
[QNTQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2012

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

C/O QUAINT OAK BANCORP, INC., 501 KNOWLES AVENUE

(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

SOUTHAMPTON, PA 18966

(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	05/14/2012		F ⁽¹⁾	18 D \$ 10.5	451 ⁽²⁾	I	By Spouse
Common Stock					10,277 ⁽³⁾	D	
Common Stock					1,877 ⁽⁴⁾	I	By Spouse through ESOP

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

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SEC 1474 (9-02)

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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 or Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 10					(5) 05/14/2018	Common Stock	6,943
Employee Stock Option (Right to Buy)	\$ 10					(5) 05/14/2018	Common Stock	1,480

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AGER GEORGE M JR C/O QUAIN T OAK BANCORP, INC. 501 KNOWLES AVENUE SOUTHAMPTON, PA 18966		X		

Signatures

/s/John J. Augustine by P.O.A. for George M. Ager, Jr. 05/30/2012

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) Disposition solely to meet tax obligation for distribution from Recognition and Retention Plan.

(2) Includes 119 shares held in the 2008 Recognition and Retention Plan Trust which reflect the unvested portion of a grant originally covering 592 shares that commenced vesting at a rate of 20% per year on May 14, 2009.

Includes 556 shares held in the 2008 Recognition and Retention Plan Trust which reflect the unvested portion of a grant originally covering 2,777 shares that commenced vesting at a rate of 20% per year on May 14, 2009 and 7,500 shares held jointly with the reporting person's spouse.

(4) Includes shares allocated to the reporting person's spouse in her ESOP account since the last filed Form 4.

(5) The options are vesting at a rate of 20% per year commencing on May 14, 2009.

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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