

PHILLIPS ROBERT J
Form 4
May 10, 2013

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 *
PHILLIPS ROBERT J

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)
05/08/2013

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

C/O QUAINT OAK BANCORP, INC., 607 LAKESIDE DRIVE

(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 or (D) Price			
Common Stock	05/08/2013		A	1,500 (1)	\$ 0 18,873 (2)	D	
Common Stock					628	I	By IRA
Common Stock					330	I	By Spouse

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

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displays a currently valid OMB control 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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 16.2	05/08/2013		A	5,000	(3) 05/08/2023	Common Stock	5,000
Stock Option (Right to Buy)	\$ 10					(4) 05/14/2018	Common Stock	20,829

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHILLIPS ROBERT J C/O QUAIN T OAK BANCORP, INC. 607 LAKESIDE DRIVE SOUTHAMPTON, PA 18966	X			

Signatures

/s/John J. Augustine by P.O.A. for Robert J. Phillips
05/10/2013

__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) Represents the grant of shares pursuant to the 2013 Stock Incentive Plan that vest ratably over five years at 20% per year commencing on May 8, 2014.
Includes 1,667 shares held in the 2008 Recognition and Retention Plan Trust which reflect the unvested portion of a grant amount
- (2) originally covering 2,777 shares that commenced vesting at a rate of 20% per year on May 14, 2009 and 9,042 shares held jointly with the reporting person's spouse.

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- (3) The options vest ratably over five years at 20% per year commencing on May 8, 2014.
- (4) The options vest 20% per year in five equal annual installments beginning 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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