

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-15**  
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### ISSUER

#### **PULASKI FINANCIAL CORP**

CIK: **1062438** | IRS No.: **431816913** | State of Incorporation: **MO** | Fiscal Year End: **0930**  
SIC: **6035** Savings institution, federally chartered

Mailing Address  
12300 OLIVE BLVD  
ST LOUIS MO 63141

Business Address  
12300 OLIVE BLVD  
ST LOUIS MO 63141  
3148782210

### REPORTING OWNER

#### **DOUGLASS GARY W**

CIK: **1018094**  
Type: **4** | Act: **34** | File No.: **000-24571** | Film No.: **13850567**

Mailing Address  
16653 CHESTERFIELD  
MANOR DR  
CHESTERFIELD MO 63005

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>DOUGLASS GARY W</b>			2. Issuer Name and Ticker or Trading Symbol <b>PULASKI FINANCIAL CORP [PULB]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President &amp; CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/15/2013</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
12300 OLIVE BOULEVARD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>ST. LOUIS, MO 63141</b>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/15/2013		A		419 <sup>(1)</sup>	A	\$10.64	73,955	D	
Common Stock	05/15/2013		E		177	D	\$10.64	73,778	D	
Common Stock								1,000	I	By IRA
Common Stock								6,469.57	I	By KSOP
Common Stock								9,105	I	By Stock Award III <sup>(2)</sup>
Common Stock								52,500	I	By Stock Award IV <sup>(3)</sup>
Common Stock								11,696	I	By Stock Award V <sup>(4)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	\$6.69							01/01/2010 <sup>(S)</sup>	01/01/2019	Common Stock	20,000		20,000	D
Stock Option (right to buy)	\$12.84							05/01/2009 <sup>(S)</sup>	05/01/2018	Common Stock	100,000		100,000	D

**Explanation of Responses:**

1. Represents shares awarded as part of Mr. Douglass' bi-weekly salary.
2. Stock Awards granted pursuant to the Pulaski Financial Corp. 2006 Long-Term Incentive Plan vest in full upon the later of: (1) two years from the date of grant; or (2) when any obligation arising from financial assistance provided to the Company under the Troubled Asset Relief Program's Capital Purchase Program is no longer outstanding, which does not include any period during which the federal government only holds warrants to purchase common stock of the Company.
3. Stock Awards granted pursuant to the Pulaski Financial Corp. 2006 Long-Term Incentive Plan vest as follows: 25% on the date the Form 10-K is filed for the year ended September 30, 2012, 25% on the date the Form 10-K is filed for the year ended September 30, 2013 and 50% on the date the Form 10-K is filed for the year ended September 30, 2014, assuming, in each case, achievement of certain performance objectives and, if applicable, any restriction arising from the Company's participation under the Troubled Asset Relief Program's Capital Purchase Program.
4. Stock Awards granted pursuant to the Pulaski Financial Corp. 2006 Long-Term Incentive Plan vest in three equal annual installments commencing on November 7, 2013.
5. Stock Options granted pursuant to the Pulaski Financial Corp. 2006 Long-Term Incentive Plan are fully vested and exercisable.

**Signatures**

Paul J. Milano, Power of Attorney

\*\* Signature of Reporting Person

05/16/2013

Date

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

\* 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).

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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