

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2010-06-01** | Period of Report: **2010-05-27**
SEC Accession No. **0001181431-10-030451**

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Harrington William P

CIK: **1325591**

Type: **4** | Act: **34** | File No.: **001-33322** | Film No.: **10870069**

Mailing Address

*BLEAKLEY, PLATT &
SCHMIDT, LLC
ONE NORTH LEXINGTON
AVENUE
WHITE PLAINS NY 10601*

ISSUER

CMS Bancorp, Inc.

CIK: **1350072** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **0930**
SIC: **6036** Savings institutions, not federally chartered

Mailing Address

*123 MAIN STREET
SUITE 750
WHITE PLAINS NY 10601*

Business Address

*123 MAIN STREET
SUITE 750
WHITE PLAINS NY 10601
914-422-2700*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 Estimated average burden
 hours per response 0.5

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

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 Harrington William P			2. Issuer Name and Ticker or Trading Symbol CMS Bancorp, Inc. [CMSB]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/27/2010					
123 MAIN STREET, SUITE 750			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(Street)								
WHITE PLAINS, NY 10601								
(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	05/27/2010		A		2,000	A	\$ 0	3,000 ⁽¹⁾	D	

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$4.25	05/27/2010		A		6,000		(2)	05/27/2020	Common Stock	6,000	\$ 0	6,000	D	

Explanation of Responses:

1. Includes a restricted stock award of 2,000 shares granted to the reporting person under the CMS Bancorp Inc. 2007 Recognition and Retention Plan. The shares subject to this award vest in 20% increments on an annual basis, with the first installment scheduled to vest on May 27, 2011.

2. Reflects a grant of stock options to the reporting person under the CMS Bancorp Inc. 2007 Stock Option Plan that vests as follows: annually in 20% increments with the first installment scheduled to vest on May 27, 2011.

Signatures

/s/ Stephen E. Dowd/POA for William Harrington

** Signature of Reporting Person

06/01/2010

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.