

Sarpong Sam
 Form 5
 February 08, 2013

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Sarpong Sam

2. Issuer Name and Ticker or Trading Symbol
**BROADWAY FINANCIAL CORP
 \DE\ [BYFC]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 Not an employee

4800 WILSHIRE BOULEVARD
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

LOS ANGELES, CA 90010

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Price	3,000	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.11	Â	Â	Â	Â	Â	04/21/2009 ⁽³⁾	04/21/2014	Common Stock	10,000
Stock Option (Right to Buy)	\$ 10.25	Â	Â	Â	Â	Â	05/24/2011 ⁽⁴⁾	05/24/2016	Common Stock	15,000
Stock Option (Right to Buy)	\$ 5.95	Â	Â	Â	Â	Â	10/22/2013 ⁽⁵⁾	10/22/2018	Common Stock	9,000
Employee Stock Ownership Plan	Â	Â	Â	Â	Â	Â	Â ⁽²⁾	Â ⁽²⁾	Common Stock	816

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sarpong Sam 4800 WILSHIRE BOULEVARD LOS ANGELES, CA 90010	Â	Â	Â	Not an employee

Signatures

\s\ Daniele C. Johnson,
Attorney-as-in-fact

02/08/2013

**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).

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- (1) These shares are held in the Company's Employee Stock Ownership Plan (ESOP). The shares become exercisable after employment with the company ceases.
- (2) These shares are exercisable once employment with the company ceases.
- (3) On April 21, 2004, 10,000 shares were granted from Long Term Incentive Plan with a stock price on that day of \$13.1100. They will vest in five (5) equal annual installments on each following April 21. These will expire April 21, 2014.
- (4) On May 24, 2006, 15,000 shares were granted from the Long Term Incentive Plan with a stock price on that day of \$10.2500. They will vest in five (5) equal annual installments on each following May 24. These will expire May 24, 2016.
- (5) On October 22, 2008, 15,000 shares were granted from the Long Term Incentive Plan with a stock price on that day of \$5.9500. They will vest in five (5) equal annual installments on each following October 22. These will expire October 22, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.