

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## OMB APPROVAL

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Estimated average burden

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

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

|   |  |   |
|---|--|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>Cathcart Elaine M</u><br><hr/> <div> <div>(Last)</div> <div>(First)</div> <div>(Middle)</div> </div> <u>106 WASHINGTON AVENUE</u><br><hr/> <div> <div>(Street)</div> <div>ATHENS</div> <div>TN</div> <div>37303</div> </div> <hr/> <div> <div>(City)</div> <div>(State)</div> <div>(Zip)</div> </div> | <b>2. Issuer Name <b>and</b> Ticker or Trading Symbol</b><br><u>Athens Bancshares Corp</u> [ <u>AFCB</u> ] | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><div> <div><input checked="" type="checkbox"/></div> Director           <div>10% Owner</div> </div> <div> <div><input type="checkbox"/></div> Officer (give title below)           <div>Other (specify below)</div> </div> |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>03/11/2015</u>                               |   |
|   | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>  |   |

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                    | 03/11/2015                           |  | G                              | V | 1,200   | D          | \$0.00 | 37,907 <sup>(1)</sup>   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |        | 5,500   | I  | By IRA  |
| Common Stock                    |                                      |  |                                |   |   |            |        | 13,400  | I  | By Spouse   |
| Common Stock                    |                                      |  |                                |   |   |            |        | 6,600   | I  | By Spouse IRA   |

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                    |                                      |  |                                |   |   |            |       | 953 <sup>(1)</sup>  | I  | By Stock Award <sup>(2)</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: Direct (D) or Indirect (I) (Instr. 4) | 11. of I Ber Ow (Ins |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|----------------------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |                      |
| Stock Options                              | \$11.5   |                                      |  |                                |   |  |     | 12/15/2011 <sup>(3)</sup>                                | 12/15/2020      | Common Stock  | 4,761                      |  | 4,761  | D   |                      |

**Explanation of Responses:**

1. Since the reporting person's last report 952 shares previously held through Stock Award have vested and are now held directly.
2. Stock Awards granted pursuant to the Athens Bancshares Corporation 2010 Equity Incentive Plan vest in five approximately equal annual installments commencing on January 19, 2012.
3. Stock Options granted pursuant to the Athens Bancshares Corporation 2010 Equity Incentive Plan vest in five approximately equal annual installments commencing December 15, 2011.

**Remarks:**

\*\* Signature of Reporting Person      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.**