

CSB BANCORP INC /OH
Form 8-K
April 29, 2011

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
Current Report
Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported) April 27, 2011
CSB Bancorp, Inc.
(Exact name of registrant as specified in its charter)**

| | | |
|---|-------------------------------------|---|
| Ohio (State or other jurisdiction of incorporation) | 0-21714 (Commission File Number) | 34-1687530 (IRS Employer Identification Number) |
|---|-------------------------------------|---|

| | |
|--|---------------------|
| 91 North Clay Street, P.O. Box 232, Millersburg, Ohio (Address of Principal Executive Offices) | 44654 (Zip Code) |
| Registrant's telephone number, including area code (330) 674-9015 Not Applicable | |

(Former Name or former address if changed since last report)

Check the appropriate box below if the Form 8-k filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.07 Submission of Matters to a Vote of Security Holders
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ITEM 5.07 Submission of Matters to a Vote of Security Holders

(a) On April 27, 2011, CSB Bancorp, Inc. (CSB) held its 2011 Annual Meeting of Shareholders (the Annual Meeting). At the close of business on the March 11, 2011 record date, 2,734,799 CSB common shares were outstanding and entitled to vote. At the Annual Meeting, 2,019,759 or 73.85%, of the outstanding common shares entitled to vote were represented by proxy or in person.

(b) Directors elected at the Annual Meeting for a three year term to expire at the 2014 Annual Meeting of Shareholders:

| | For | Withheld | Broker Non-Votes |
|-----------------|-----------|----------|---------------------|
| Robert K. Baker | 1,644,967 | 27,046 | 347,746 |
| J. Thomas Lang | 1,571,167 | 100,846 | 347,746 |

Other directors whose term of office continued after the Annual Meeting:

- Ronald E. Holtman
- Dr. Daniel J. Miller
- Jeffery A. Robb
- Eddie L. Steiner
- John R. Waltman

(c) The vote to ratify the appointment of S.R. Snodgrass, A.C. as the independent registered public accounting firm for the year 2011.

| For | Against | Abstain |
|-----------|---------|---------|
| 1,991,542 | 22,104 | 6,112 |

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CSB Bancorp, Inc.

By: /s/ Paula J. Meiler

Paula J. Meiler
Senior Vice President and Chief
Financial Officer

Date: April 29, 2011