

ORIGINAL

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K



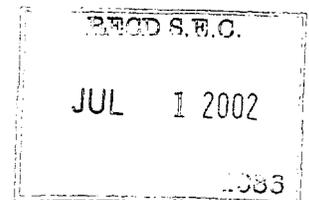
ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.



Commission file number: 0-19345

A. Full title of the Plan:
ESB Financial Corporation Retirement Savings Plan

B. Name of issuer of the securities held pursuant to the Plan and the address of its
principal executive office:

ESB Financial Corporation
600 Lawrence Avenue
Ellwood City, Pennsylvania 16117

PROCESSED

JUL 15 2002

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FINANCIAL

Item 1. Financial Statements and Exhibits.

(a) Financial statements (filed in Exhibit 1 hereto):

Report of Independent Auditors

Statements of Net Assets Available for Benefits as of December 31, 2001 and 2000

Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2001 and 2000

Notes to Financial Statements

Supplemental Schedule

(b) Exhibits:

1. Financial statements required by Item 1(a).
2. Consent of Ernst & Young LLP, Independent Auditors.

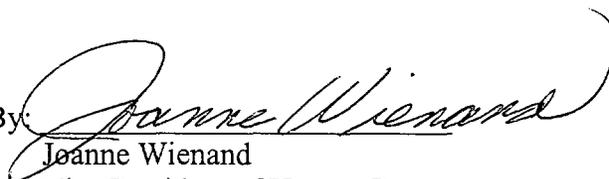
SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the plan administrator has duly caused this annual report to be signed by the undersigned hereunto duly authorized.

**ESB FINANCIAL CORPORATION
RETIREMENT SAVINGS PLAN**

June 28, 2002

By:

A handwritten signature in cursive script, appearing to read "Joanne Wienand", written over a horizontal line.

Joanne Wienand

Vice President of Human Resources

Exhibit 1.

Financial statements required by Item 1(a)

FINANCIAL STATEMENTS AND SCHEDULE

ESB Financial Corporation Retirement Savings Plan

Years ended December 31, 2001 and 2000

with Report of Independent Auditors

ESB Financial Corporation Retirement Savings Plan

Financial Statements and Schedule

Years ended December 31, 2001 and 2000

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Report of Independent Auditors

Board of Directors
ESB Financial Corporation
Retirement Savings Plan

We have audited the accompanying statements of net assets available for benefits of ESB Financial Corporation Retirement Savings Plan as of December 31, 2001 and 2000, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2001 and 2000, and the changes in its net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets held at end of year as of December 31, 2001 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.



June 4, 2002

ESB Financial Corporation Retirement Savings Plan

Statements of Net Assets Available for Benefits

	December 31	
	2001	2000
Assets		
Investments	\$ 4,413,643	\$ 4,255,116
Loans to participants	109,830	98,784
Total assets	<u>4,523,473</u>	<u>4,353,900</u>
Liabilities		
Excess contributions payable	5,963	-
Net assets available for benefits	<u>\$ 4,517,510</u>	<u>\$ 4,353,900</u>

See accompanying notes.

ESB Financial Corporation Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

	Years ended December 31	
	2001	2000
Additions:		
Investment (loss) income:		
Net depreciation in fair value of investments	\$ (333,955)	\$ (308,974)
Dividends and interest income	61,964	47,313
Total investment loss	(271,991)	(261,661)
Contributions:		
Employer	166,010	170,141
Participant	353,727	364,829
Employee rollovers	707	52,690
Total contributions	520,444	587,660
Total additions	248,453	325,999
Deductions:		
Distributions to participants	(66,606)	(611,076)
Other expenses	(18,237)	(2,182)
Total deductions	(84,843)	(613,258)
Increase (decrease) in assets before transfer	163,610	(287,259)
Transfer from other plan	-	397,050
Net increase	163,610	109,791
Net assets available for benefits:		
Beginning of year	4,353,900	4,244,109
End of year	\$ 4,517,510	\$ 4,353,900

See accompanying notes.

ESB Financial Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2001

1. Description of Plan

The following description of the ESB Financial Corporation (the Company) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

On May 14, 1995, the Company established the Plan by merging the Economy Savings Bank, PASA Employee Savings Plan and the Ellwood Federal Savings Bank Retirement Savings and Profit Sharing Plan. The Plan represents a continuation of the two prior plans and was established as a defined contribution plan for the benefit of all eligible employees of the Company and its subsidiaries. All employees that are employed by the Company are immediately eligible to participate in the Plan.

On January 1, 2000, the Plan was amended and restated to allow for employee contributions and employer matching contributions of Company common stock.

Contributions

Each year, participants may voluntarily contribute up to 15% of their eligible earnings to the Plan, subject to annual limitations established by the Internal Revenue Service (\$11,000 and \$10,500 limit in 2001 and 2000, respectively). The Company makes a maximum matching contribution of 100 percent of the first 1.0 percent and 50 percent of the next 5.0 percent of a participant's salary deferral contribution at the end of each pay period. The amount of matching contributions is a discretionary percentage determined by the Board of Directors and may be changed from time to time. Participants are eligible to receive a matching contribution subject to a vesting schedule, and may change their contribution rate or discontinue their contribution at any time. Employer contributions are invested in Company common stock.

ESB Financial Corporation Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Investments

Investments are reflected at the current value as determined by the trustee, Connecticut General Life Insurance Company (CIGNA). The unallocated insurance contract is valued at contract value which approximates fair market value. There are no restrictions on the use of the unallocated insurance contract and there are no reserves against the contract value for credit risk or otherwise. Investment funds in pooled separate accounts and unallocated insurance contracts are maintained by CIGNA. The market value of the pooled separate accounts represents net asset values of the shares held as of the end of the plan year plus the value of any dividends and capital gains distributions not yet reinvested. Investment transactions are accounted for on the trade-date basis. Gains or losses on sales of investments are based on the change in market values since the beginning of the plan year, or their acquisition date if purchased during the plan year.

Transfers

On February 10, 2000, the Company acquired SHS Bancorp, Inc. and its corresponding assets. The Company merged the Spring Hill Savings Bank, FSB 401(k) Plan into the ESB Financial Corporation Retirement Savings Plan by way of a plan-to-plan transfer in 2000.

Forfeitures

Forfeitures of matching contributions amounted to \$16,543 and \$5,769 during 2001 and 2000, respectively. Forfeitures in 2001 were used to offset administrative expenses. Forfeitures in 2000 were accumulated for future use against expenses.

Participant Accounts

Each participant's account is credited with the participant's contributions, employer's contributions and investment earnings. Allocations of employer matching contributions and plan earnings are based on individual participant contributions and participant account balances, respectively.

ESB Financial Corporation Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching contributions and related investment earnings thereon is based on years of continuous service. Eligible service is defined as 1,000 hours of service within a plan year.

The vesting schedule is as follows:

<u>Years of Service</u>	<u>Vesting Percent</u>
Under 2 years	0% vested
2 but less than 3 years	25% vested
3 but less than 4 years	50% vested
4 but less than 5 years	75% vested
After 5 years	100% vested

Benefit Payments

Participants or their beneficiaries are permitted to withdraw any portion of their vested account due to death, permanent disability, retirement, attainment of age 59-1/2, in the event of financial hardship or termination of employment. These withdrawals, prior to retirement, may result in certain suspensions of future participation in the Plan. Nonvested company contributions are forfeited for participants who terminated employment.

Loans to Participants

Loans are made available to all participants on a nondiscriminatory basis in accordance with the specific provisions set forth in the Plan. The amount of a loan cannot exceed the lesser of \$50,000 reduced by the excess of the highest outstanding loan balance in the prior 12 months over the outstanding loan balance on the date the loan is made, or one-half of a participant's total vested account balance. The loans bear interest at rates determined by the Plan Administrator, generally at the prime rate at the time the loan is made. All loans are subject to specific repayment plans and are secured by the participant's nonforfeitable interest in his/her account equivalent to the principal amount of the loan.

ESB Financial Corporation Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Plan Termination

The Company anticipates that the Plan will continue without interruption but reserves the right to discontinue the Plan. In the event that such discontinuance results in the termination of the Plan, the interest of all participants in the plan assets will become fully vested, and the Plan Administrator will continue to function during such period as is necessary to make remaining normal distributions and to administer and distribute the residual interest of the participants.

2. Summary of Significant Accounting Policies

General

The accompanying financial statements have been prepared on the accrual basis of accounting, except for distributions which are recorded when paid by the trustee.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Investment Income

Interest income from investments and loans to participants are recorded on an accrual basis. Dividend income is recorded on the ex-dividend date.

Unit Value

The interest of each participant in the various funds is represented by units allocated to his/her account. The unit value is computed by dividing the number of units into the aggregate market value of the individual funds.

ESB Financial Corporation Retirement Savings Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Contributions

Participant contributions are recorded in the month withheld from the participant's wages. Company contributions are recorded in the same month.

Distributions to Participants

Distributions to participants are recorded when paid by the trustee.

Administrative Expenses

Administrative expenses of the Plan are paid for by the Company or through forfeitures of matching contributions. Administrative expenses include fees for recordkeeping, compliance testing, employee communication services, Form 5500 preparation services, benefit processing services, trust services, and document preparation and amendment services.

3. Investments

All investment information disclosed in the accompanying financial statements and schedule, including investments held at December 31, 2001 and 2000, and interest and dividend income and net depreciation in fair value of investments for the years ended December 31, 2001 and 2000, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the trustee.

ESB Financial Corporation Retirement Savings Plan

Notes to Financial Statements (continued)

3. Investments (continued)

For the years ended December 31, 2001 and 2000, the Plan's investments (including investments bought, sold, and held during the year) (depreciated) appreciated in fair value as determined by quoted market prices as follows:

	2001		2000	
	Current Value	Net Realized/ Unrealized Appreciation (Depreciation)	Current Value	Net Realized/ Unrealized Appreciation (Depreciation)
Investments at fair value as determined by quoted market price:				
Participant-directed investments:				
Guaranteed Income Fund	\$ 924,765	\$ -	\$ 726,375	\$ -
Balanced Fund I	231,599	(6,879)	225,873	(8,609)
CIGNA Lifetime 20 Fund	91,700	(8,771)	89,204	(1,176)
CIGNA Lifetime 30 Fund	216,621	(15,149)	217,539	(561)
CIGNA Lifetime 40 Fund	948,431	(75,809)	972,316	(13,990)
CIGNA Lifetime 50 Fund	73,803	(4,484)	82,586	3,783
CIGNA Lifetime 60 Fund	4,286	32	1,491	40
Fidelity Growth and Income Fund	499,168	(67,179)	648,535	(15,092)
Fidelity Growth Opportunities Fund	305,924	(53,797)	346,010	(72,670)
American Century Ultra Fund	285,894	(44,547)	267,421	(66,953)
Credit Suisse Emerging Growth Fund	54,979	(15,608)	61,357	(9,819)
Credit Suisse International Equity Fund	23,496	(6,473)	29,989	(13,748)
Large Company Stock Index Fund	54,237	(19,921)	123,156	(15,129)
Janus Worldwide Fund	205,373	(57,672)	235,696	(55,920)
Lazard International Equity Fund	69,293	(5,155)	20,889	(2,822)
	3,989,569	(381,412)	4,048,437	(272,666)
Nonparticipant-directed investments:				
ESB Financial Corporation Common Stock*	424,074	47,457	206,679	(36,308)
	\$ 4,413,643	\$ (333,955)	\$ 4,255,116	\$ (308,974)

* Includes participant-directed investments that cannot be readily determinable.

The unallocated insurance contract had an average yield of approximately 5.23% and 5.27% in 2001 and 2000, respectively. The crediting interest rate for these contracts was 5.10% and 5.35% at December 31, 2001 and 2000, respectively. The crediting interest rate is reset every six months and is based upon prevailing market rates.

ESB Financial Corporation Retirement Savings Plan

Notes to Financial Statements (continued)

3. Investments (continued)

Nonparticipant-Directed Investments

Information about the net assets and the significant components of changes in net assets related to the nonparticipant-directed investment is as follows:

	Years ended December 31	
	2001	2000
Beginning balance	\$ 206,679	\$ -
Change in net assets:		
Contributions	176,102	163,542
Transfer from other plan	-	96,854
Dividends/interest	11,363	3,466
Net appreciation (depreciation) in fair value of investment	47,457	(36,308)
Distributions to participants	(16,028)	(19,728)
Other expenses	(1,499)	(1,147)
Ending balance	\$ 424,074	\$ 206,679

4. Parties-in-Interest

The plan sponsor (the Company) controls and manages the operation and administration of the Plan. The trustee (CIGNA) manages the Plan's investment assets, as directed by the plan sponsor. Certain administrative costs are paid by the plan sponsor.

At December 31, 2001 and 2000, the Plan holds an aggregate of 40,383 and 20,513 shares of ESB Financial Corporation common stock valued at \$424,074 and \$206,679, respectively.

5. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated February 11, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this issuance of the determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

Schedule

ESB Financial Corporation Retirement Savings Plan

EIN: 25-1659846 Plan Number: 002

Schedule H, Line 4(i)—Schedule of Assets (Held at End of Year)

December 31, 2001

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value	Cost	Current Value
Connecticut General Life Insurance Company:			
Guaranteed Income Fund*	16,416 units	N/R	\$ 924,765
Pooled separate accounts:			
Balanced Fund I	6,650 units	N/R	231,599
CIGNA Lifetime 20 Fund*	4,454 units	N/R	91,700
CIGNA Lifetime 30 Fund*	10,580 units	N/R	216,621
CIGNA Lifetime 40 Fund*	48,801 units	N/R	948,431
CIGNA Lifetime 50 Fund*	3,884 units	N/R	73,803
CIGNA Lifetime 60 Fund*	243 units	N/R	4,286
Fidelity Growth and Income Fund	8,839 units	N/R	499,168
Fidelity Growth Opportunities Fund	5,601 units	N/R	305,924
American Century Ultra Fund	5,829 units	N/R	285,894
Credit Suisse Emerging Growth Fund	1,259 units	N/R	54,979
Credit Suisse International Equity Fund	1,194 units	N/R	23,496
Large Company Stock Index Fund	960 units	N/R	54,237
Janus Worldwide Fund	3,685 units	N/R	205,373
Lazard International Equity Fund	4,850 units	N/R	69,293
			3,989,569
ESB Financial Corporation Common Stock*	40,383 shares	\$ 407,384	424,074
Participant loans*	Interest rates range from 4.75% to 9.00% and have maturity dates through 2011		109,830
Total assets			\$ 4,523,473

*—Party-in-interest to the Plan

N/R—Not required

Exhibit 2

Consent of Ernst & Young LLP, Independent Auditors

Consent of Ernst & Young LLP, Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-95725) pertaining to the ESB Financial Corporation Retirement Savings Plan of our report dated June 28, 2002, with respect to the financial statements and schedule of the ESB Financial Corporation Retirement Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2001.

Pittsburgh, Pennsylvania
June 24, 2002

Ernst & Young LLP