TFS Financial CORP Form 4 August 13, 2008

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

(Zin)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Huffman David S			2. Issuer Name and Ticker or Trading Symbol TFS Financial CORP [TFSL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Sheen an approacte)		
7007 BROADWAY AVENUE		NUE	(Month/Day/Year) 08/11/2008	Director 10% Owner _X Officer (give title Other (specify below) Chief Financial Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CLEVELAND	, OH 44105		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(State)

(City)

(City)	(State) (Z	Table	I - Non-De	rivative Securities Ac	quired, Disposed o	of, or Beneficial	ly Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities nAcquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3, 4 and 5) (A) or Amount (D) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock					36,036	I (4)	By 401(k)	
Common Stock					2,097	I (4)	By ESOP	

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)

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 or 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(1)	08/11/2008		A(5)	35,100	(2)	(2)	Common Stock	35,100
Employee Stock Option (right to buy)	\$ 11.74	08/11/2008		A	126,500	(3)	08/10/2018	Common Stock	126,50

Reporting Owners

elationships

Director 10% Owner Officer Other

Huffman David S

7007 BROADWAY AVENUE Chief Financial Officer

CLEVELAND, OH 44105

Signatures

/s/ Paul J. Huml, pursuant to power of attorney 08/13/2008

**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).
- (1) Each restricted stock unit represents a contingent right to receive one share of TFS Financial Corporation common stock.
- The restricted stock units vest 10% on each of the third through the ninth anniversaries of the date of the grant and 30% on the tenth (2) anniversary of the date of the grant. Vested shares may be distributed to the Reporting Person only after that person's termination of employment with TFS Financial Corporation.
- (3) The options vest in four equal annual installments beginning on August 11, 2012.
- (4) Reflects transactions not required to be reported under Section 16 of the Securities Exchange Act, as amended.
- (5) Restricted Stock units are entitled to dividend equivalent rights in the form of a cash payment in the amount of any cash dividend paid per share of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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