TFS Financial CORP Form 4 December 13, 2016

# FORM 4

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

**OMB APPROVAL** OMB

Check this box if no longer subject to

3235-0287 Number: January 31,

Section 16. Form 4 or Form 5

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

2005 Estimated average burden hours per

Expires:

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

0.5 response...

1(b).

(Print or Type Responses)

1. Name and Add Zbanek Cathy		ng Person *	2. Issuer Name <b>and</b> 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	, 11			
			(Month/Day/Year)	Director 10% Owner			
7007 BROADWAY AVENUE			12/10/2016	X Officer (give title Other (specify below) below) Chief Mkting Off of subsidiary			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
CLEVELAND, OH 44105				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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	12/10/2016		M	1,500 (1)	A	\$0	20,962	D		
Common Stock	12/10/2016		M	1,100 (1)	A	\$ 0	22,062	D		
Common Stock	12/10/2016		F	1,274 (2)	D	\$ 19.83	20,788	D		
Common Stock							5,555	I	By ESOP	
Common Stock							5,362	I	By 401(k)	

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

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SEC 1474 (9-02)

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. Transacti Code (Instr. 8)	orof D Secu Acq (A) o Disp (D)	or cosed of ar. 3, 4,	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 or Number of Shares
Restricted Stock Units	<u>(4)</u>	12/10/2016		M		1,500	(5)	(5)	Common Stock	1,500
Restricted Stock Units	<u>(4)</u>	12/10/2016		M		1,100	<u>(6)</u>	<u>(6)</u>	Common Stock	1,100
Restricted Stock Units	<u>(4)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock	16,320
Employee Stock Option (right to buy)	\$ 11.95						(8)	08/10/2019	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 19.06						(9)	12/17/2025	Common Stock	49,200
Employee Stock Option (right to buy)	\$ 14.81						(10)	05/28/2025	Common Stock	108,300
Employee Stock Option (right to	\$ 11.64						(11)	12/03/2023	Common Stock	28,700

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buy)

Employee

Stock

Option \$ 8.61 \(\frac{(12)}{Stock} \) 12/19/2021 \(\frac{Common}{Stock} \) 40,000

(right to buy)

Employee Stock

Option \$ 14.83

\$ 14.85 \quad \frac{(13)}{Stock} \quad \frac{12/18/2024}{Stock} \quad \frac{Common}{Stock} \quad 32,400

(right to buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Zbanek Cathy W

7007 BROADWAY AVENUE Chief Mkting Off of subsidiary

CLEVELAND, OH 44105

## **Signatures**

/s/ Paul J. Huml, Pursuant to Power of Attorney 12/13/2016

\*\*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) These common shares were acquired upon the vesting and settlement of certain restricted stock units.
- (2) These common shares were delivered to the issuer to pay for the applicable withholding tax due upon vesting of certain restricted stock units.
- (3) Reflects transactions not required to be reported under Section 16 of the Securities Exchange Act, as amended.
- Each restricted stock unit represents a contingent right to receive one share of TFS Financial Corporation common stock. 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.
- As reported on a Form 4 dated December 17, 2015, the reporting person received a grant of 4,500 Restricted Stock Units ("RSUs") on December 15, 2015. These RSUs vest in three equal annual installments beginning December 10, 2016.
- (6) As reported on a Form 4 dated December 19, 2014, the reporting person received a grant of 3,300 Restricted Stock Units ("RSUs"). These RSUs vest in three equal annual installments beginning December 10, 2015.
- As reported on a Form 4 dated May 29, 2015, the reporting person received a grant of 20,400 Restricted Stock Units ("RSUs") on May 28, 2015. These RSUs vest in five equal annual installments beginning on May 28, 2016.
- (8) The reporting person received a grant of 25,000 stock options on March 12, 2009. These stock options vest in three equal annual installments beginning August 11, 2011.
- (9) As reported on a Form 4 dated December 17, 2015, the reporting person received a grant of 49,200 stock options on December 15, 2015. These stock options vest in three equal annual installments beginning December 10, 2016.

(10)

Reporting Owners 3

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As reported on a Form 4 dated May 29, 2015, the reporting person received a grant of 108,300 stock options on May 28, 2015. These stock options vest in five equal annual installments beginning May 28, 2016.

- (11) As reported on a Form 4 dated December 12, 2013, the reporting person received a grant of 28,700 stock options. These stock options vest in three equal installments beginning December 3, 2014.
- (12) The reporting person received a grant of 40,000 stock options on December 19, 2011 which vest 100% on December 15, 2014.
- (13) As reported on a Form 4 dated December 19, 2014, the reporting person received a grant of 32,400 stock options. These stock options vest in three equal annual installments beginning December 10, 2015.

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.