

TFS Financial CORP
Form 4
December 15, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Huml Paul J

(Last) (First) (Middle)
7007 BROADWAY AVENUE
(Street)

CLEVELAND, OH 44105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TFS Financial CORP [TFSL]

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					24,387	D ⁽¹⁾	
Common Stock					4,700	I	By Spouse's Ira
Common Stock					2,000	I	Child 2
Common Stock					37,595	I	By 401(k) ⁽²⁾
Common Stock					6,313	I	ESOP ⁽²⁾

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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. 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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 19.32	12/15/2016		A	67,200	<u>(3)</u>	12/15/2026	Common Stock	67,200
Restricted Stock Units	<u>(4)</u>	12/15/2016		A	4,900	<u>(5)</u>	<u>(5)</u>	Common Stock	4,900
Restricted Stock Units	<u>(4)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	3,000
Restricted Stock Units	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	16,320
Restricted Stock Units	<u>(4)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock	1,100
Employee Stock Option (right to buy)	\$ 14.85					<u>(9)</u>	12/18/2024	Common Stock	32,400
Employee Stock Option (right to buy)	\$ 8.61					<u>(10)</u>	12/15/2021	Common Stock	40,000
	\$ 19.06					<u>(11)</u>	12/17/2025		49,200

Employee
Stock
Option
(right to
buy)

Common
Stock

Employee
Stock
Option \$ 14.81
(right to
buy)

(12)

05/28/2025

Common
Stock

108,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Huml Paul J 7007 BROADWAY AVENUE CLEVELAND, OH 44105			Chief Operating Officer	

Signatures

Paul J. Huml

12/15/2016

**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) Shares are held with shared voting power with spouse.
- (2) Reflects transactions not required to be reported under Section 16 of the Securities Exchange Act, as amended.
- (3) On December 15, 2016, the reporting person received a grant of 67,200 stock options. These stock options vest in three equal annual installments beginning on December 10, 2017.
- (4) 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.
- (5) On December 15, 2016, the reporting person received a grant of 4,900 Restricted Stock Units ("RSUs"). These RSUs vest in three equal annual installments beginning December 10, 2017.
- (6) 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.
- (7) As reported on a Form 4 dated May 29, 2015, the reporting person received a grant of 20,400 Restricted Stock Units ("RSUs"). The RSUs vest in five equal annual installments beginning on May 28, 2016.
- (8) 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.
- (9) 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.
- (10) The reporting person received a grant of 40,000 stock options that vest 100% on December 15, 2014.
- (11)

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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.

- (12) 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.

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.