

TFS Financial CORP
Form 4
December 15, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEIL MEREDITH S

(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)

COO of subsidiary

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	25,210	D ⁽¹⁾	
Common Stock					6,313	I	BY ESOP (2)
Common Stock					10,425	I	By 401(k) (2)

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

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SEC 1474
(9-02)

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number.

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
Restricted Stock Units	(3)	12/15/2016		A		5,800		(4)	(4)	Common Stock	5,800
Employee Stock Option (right to buy)	\$ 19.32	12/15/2016		A		79,400		(5)	12/15/2026	Common Stock	79,400
Restricted Stock Units	(3)							(6)	(6)	Common Stock	16,320
Restricted Stock Units	(3)							(7)	(7)	Common Stock	1,100
Restricted Stock Units	(3)							(8)	(8)	Common Stock	3,000
Restricted Stock Units	(3)							(9)	(9)	Common Stock	3,600
Employee Stock Option (right to buy)	\$ 11.74							(10)	08/10/2018	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 14							(11)	05/14/2020	Common Stock	31,500
Employee Stock	\$ 8.61							(12)	12/15/2021	Common Stock	36,900

Option
(right to
buy)

Employee
Stock

Option \$ 9.43
(right to
buy)

(13)

12/15/2022

Common
Stock

41,700

Employee
Stock

Option \$ 11.64
(right to
buy)

(14)

12/03/2023

Common
Stock

28,700

Employee
Stock

Option \$ 14.85
(right to
buy)

(15)

12/18/2024

Common
Stock

32,400

Employee
Stock

Option \$ 14.81
(right to
buy)

(16)

05/28/2025

Common
Stock

108,300

Employee
Stock

Option \$ 19.06
(right to
buy)

(17)

12/17/2025

Common
Stock

49,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEIL MEREDITH S 7007 BROADWAY AVENUE CLEVELAND, OH 44105	X		COO of subsidiary	

Signatures

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

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).

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- (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.

Each restricted stock unit represents a contingent right to receive one share of TFS Financial Corporation common stock. Restricted
- (3) 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.
- (4) On December 15, 2016, the reporting person received a grant of 5,800 Restricted Stock Units ("RSUs"). These RSUs vest in three equal annual installments beginning December 10, 2017.
- (5) On December 15, 2016, the reporting person received a grant of 79,400 stock options. These stock options vest in three equal annual installments beginning December 10, 2017.
- (6) 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.
- (7) On a Form 4 filed December 19, 2014, the reporting person received a grant of 3,300 Restricted Stock Units ("RSUs"). The RSUs vest in three equal annual installments beginning December 10, 2015.
- (8) 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.

As reported on a Form 4 dated September 29, 2011, the reporting person received a grant of 3,600 restricted stock units that vest in four
- (9) equal annual installments beginning May 14, 2011. Vested shares may be distributed to the Reporting Person only after that person's termination of employment with TFS Financial Corporation.
- (10) As reported on a Form 4 dated September 29, 2011, the reporting person received a grant of 50,000 stock options that vest in three equal annual installments beginning August 11, 2011.
- (11) The reporting person received a grant of 31,500 stock options that vest in three equal annual installments beginning May 14, 2011.
- (12) As reported on a Form 4 dated December 19, 2011, the reporting person received a grant of 36,900 stock options that vest in three equal annual installments beginning December 15, 2012.
- (13) The reporting person received a grant of 41,700 stock options on December 28, 2012. These stock options vest in three equal installments beginning December 15, 2013.
- (14) As reported on a Form 4 dated December 12, 2013, the reporting person received a grant of 28,700 stock options on December 3, 2013. These stock options vest in three equal installments beginning December 3, 2014.
- (15) As reported on a Form 4 filed 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.
- (16) 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.
- (17) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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