TFS Financial CORP Form 4 August 09, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB APPROVAL OMB 3235-0287

Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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 See Instruction

1(b).

(Print or Type Responses)

Common

Common

Stock

Stock

08/08/2016

08/08/2016

1. Name and Address of Reporting Person *

Huffman David S			Symbol				C	Issuer				
			TFS Fin	TFS Financial CORP [TFSL]				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date o	3. Date of Earliest Transaction						,		
	(Month/I	(Month/Day/Year)				Director 10% Owner						
7007 BRO	ADWAY AVE	NUE	08/08/2	08/08/2016				_X_ Officer (give below)	e title Other below)	er (specify		
								Chief	Financial Office	er		
	(Street)		4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Mo	Filed(Month/Day/Year)				Applicable Line)				
CLEVELA	ND OH 4410	=						_X_ Form filed by One Reporting Person Form filed by More than One Reporting				
CLEVELAND, OH 44105								Person				
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of	2. Transaction I	Date 2A. De	emed	3.	4. Securit	ties Ac	quired	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Ye		on Date, if		on(A) or Di	•		Securities	Ownership	Indirect		
(Instr. 3)		any (Month	/Day/Year)	Code (Instr. 3, 4 and 5) ar) (Instr. 8)			5)	Beneficially Owned	Form: Direct (D) or	Beneficial Ownership		
		(1,101111	, 2, , 2)	(1115011 0)	<i>3)</i>			Following	Indirect (I)	(Instr. 4)		
						(A)		Reported	(Instr. 4)			
						or		Transaction(s) (Instr. 3 and 4)				
Common				Code V	Amount	(D)	Price \$,				
Stock	08/08/2016			M	19,133	A	э 11.64	31,221	D			
Common Stock	08/08/2016			M	10,800	A	\$ 14.85	42,021	D			
Common Stock	08/08/2016			F	14,413 (1)	D	\$ 18.41	27,608	D			

9,401

4,720

D

\$ 18.4 18,207

13,487

D

D

F

S

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Common Stock	08/08/2016	S	1,399	D	\$ 18.43	12,088	D	
Common Stock						45,175	I	By Spouse
Common Stock						6,476	I	By ESOP
Common Stock						55,482	I	By 401(k)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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)	ransactionDerivative ode Securities		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)	\$ 11.64	08/08/2016		M		19,133	(3)	12/03/2023	Common Stock	19,133
Employee Stock Option (right to buy)	\$ 14.85	08/08/2016		M		10,800	<u>(4)</u>	12/18/2024	Common Stock	10,800
Restricted Stock Units	<u>(5)</u>						<u>(6)</u>	<u>(6)</u>	Common Stock	3,600
Restricted Stock Units	<u>(5)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock	1,400
Restricted Stock Units	<u>(5)</u>						<u>(8)</u>	(8)	Common Stock	2,200

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Employee Stock Option (right to buy)	\$ 14.81	<u>(9)</u>	05/28/2025	Common Stock	108,300
Restricted Stock Units	<u>(5)</u>	(10)	(10)	Common Stock	4,500
Restricted Stock Units	<u>(5)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock	4,200
Employee Stock Option (right to buy)	\$ 19.06	(12)	12/17/2025	Common Stock	49,200
Restricted Stock Units	<u>(5)</u>	(13)	(13)	Common Stock	16,320
Restricted Stock Units	<u>(5)</u>	(14)	(14)	Common Stock	33,605

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
H-66 D: 1.0							

Huffman David S

7007 BROADWAY AVENUE Chief Financial Officer CLEVELAND, OH 44105

Signatures

/s/ Beth A. Novotny, Pursuant to Power of Attorney 08/09/2016

**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) Represents shares of common stock withheld by the issuer in payment by the reporting person of the exercise price. This transaction is exempt under Rule 16b-3(e).
- (2) Reflects transactions not required to be reported under Section 16 of the Securities Exchange Act, as amended.
- 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.

(4)

Reporting Owners 3

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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.

- 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 May 18, 2010, the reporting person received a grant of 3,600 restricted stock units ("RSUs") that vest in four equal annual installments beginning May 14, 2011. Vested shares may be distributed to the reporting person only after that person's termination of employment from TFS Financial Corporation.
- (7) As reported on a Form 4 dated December 12, 2013, the reporting person received a grant of 4,200 Restricted Stock Units ("RSU's") on December 3, 2013. These RSU's vest in three equal annual installments beginning December 3, 2014.
- (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 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.
- (10) 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 May 14, 2009, the reporting person received a grant of 4,200 Restricted Stock Units ("RSUs") that vest in four equal annual installments beginning on May 12, 2010. Vested shares may be distributed to the Reporting Person only after that person's termination of employment with TFS Financial Corporation.
- 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.
- (13) 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.
- As reported on a Form 4 dated August 13, 2008, the reporting person was granted 35,100 restricted stock units that vest 10% on each of the third through the ninth anniversaries of the date of the grant and 30% on the tenth 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. 1,495 shares were delivered to the issuer on June 25, 2014 to pay for applicable tax due upon vesting.

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.