

Kindopp Bryan Leighton
 Form 4
 October 03, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Kindopp Bryan Leighton

(Last) (First) (Middle)

C/O GREAT WESTERN BANCORP, INC., 225 SOUTH MAIN AVENUE

(Street)

SIOUX FALLS, SD 57104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Great Western Bancorp, Inc. [GWB]

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

10/02/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 Former Regional President/EVP

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, par value \$0.01 per share | 10/02/2017 ⁽¹⁾ | | A | 3,917 A | \$ 0 4,217 | D | |
| Common Stock, par value \$0.01 per share | 10/03/2017 | | S | 1,304 D | \$ 40.2112 2,913 | D | |
| | | | | | 645 | I | IRA |

Common
Stock, par
value
\$0.01 per
share

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

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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units - 2014 | (2) | | | | | (3) (3) | Common Stock, par value \$0.01 per share | 928 |
| Restricted Stock Units - 2015 | (2) | | | | | (4) (4) | Common Stock, par value \$0.01 per share | 1,138 |
| Restricted Stock Units - 2016 | (2) | | | | | (5) (5) | Common Stock, par value \$0.01 per share | 1,395 |
| Restricted Stock Units (2016 STI) | (2) | | | | | (6) (6) | Common Stock, par value \$0.01 per share | 377 |
| | (2) | 10/02/2017 | | A | 7,017 | (7) (7) | | 7,017 |

Performance
Stock Units -
IPO

Common
Stock, par
value
\$0.01 per
share

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| Kindopp Bryan Leighton C/O GREAT WESTERN BANCORP, INC. 225 SOUTH MAIN AVENUE SIOUX FALLS, SD 57104 | | | | Former Regional President/EVP |

Signatures

| | |
|---|------------|
| Donald J. Straka, as attorney-in-fact for Bryan Leighton Kindopp | 10/03/2017 |
| **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) The vesting and issuance of performance stock units granted in October 2014 and based on the achievement of pre-established performance objectives over a three year period ended September 30, 2017.
 - (2) Each restricted stock unit represents a contingent right to receive one share of the common stock, par value \$0.01 per share, of Great Western Bancorp, Inc.
 - (3) The restricted stock units vest in three annual equal installments beginning on October 20, 2015. The restricted stock units have no expiration date.
 - (4) The restricted stock units vest in three annual equal installments beginning on December 4, 2016. The restricted stock units have no expiration date.
 - (5) The restricted stock units vest in three annual equal installments beginning on December 2, 2017. The restricted stock units have no expiration date.
 - (6) The restricted stock units vest on December 2, 2017. The restricted stock units have no expiration date.
 - (7) The issuance of performance stock granted in conjunction with the initial public offering in October 2014 and based on the achievement of pre-established performance objectives over a three-year performance period ended September 30, 2017 and subject to vesting on August 18, 2018.

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.