

EverBank Financial Corp
Form 4
December 03, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Clements Robert M

(Last) (First) (Middle)

501 RIVERSIDE AVENUE

(Street)

JACKSONVILLE, FL 32202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EverBank Financial Corp [EVER]

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2014

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)

Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	12/01/2014		M ⁽¹⁾	60,744	A \$ 5.33	1,968,239	D
Common Stock, par value \$0.01 per share	12/01/2014		S ⁽¹⁾	60,744	D \$ (2) 18.6855	1,907,495	D
Common Stock, par	12/02/2014		M ⁽¹⁾	50,550	A \$ 5.33	1,958,045	D

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

12/02/2014	S ⁽¹⁾	50,550	D	\$ <u>(3)</u>	1,907,495	D
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Common
Stock, par
value
\$0.01 per
share

12/03/2014	M ⁽¹⁾	38,606	A	\$ 5.33	1,946,101	D
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Common
Stock, par
value
\$0.01 per
share

12/03/2014	S ⁽¹⁾	38,606	D	\$ <u>(4)</u>	1,907,495	D
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Common
Stock, par
value
\$0.01 per
share

996,675 ⁽⁵⁾
(6)

I

By wife,
Ann H.
Clements

Common
Stock, par
value
\$0.01 per
share

70,404

I

As
custodian
on behalf
of his
three
children

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

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

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or

								Common Stock, par value \$0.01 per share	Numb of Sha
Employee Stock Option (right to buy)	\$ 5.33	12/01/2014	M	60,744	02/01/2005 ⁽⁷⁾	02/01/2015			60,7
Employee Stock Option (right to buy)	\$ 5.33	12/02/2014	M	50,550	02/01/2005 ⁽⁷⁾	02/01/2015			50,5
Employee Stock Option (right to buy)	\$ 5.33	12/03/2014	M	38,606	02/01/2005 ⁽⁷⁾	02/01/2015			38,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clements Robert M 501 RIVERSIDE AVENUE JACKSONVILLE, FL 32202	X		Chairman and CEO	

Signatures

by: Jean-Marc Corredor as
Attorney-in-Fact
12/03/2014

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 29, 2014.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.49 to \$18.83, inclusive. The reporting person undertakes to provide to EverBank Financial Corp, any security holder of EverBank Financial Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.48 to \$18.82 inclusive. The reporting person undertakes to provide to EverBank Financial Corp, any security holder of EverBank Financial Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.44 to \$18.65, inclusive. The reporting person undertakes to provide to EverBank Financial Corp, any security holder of EverBank Financial Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

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- (5) Includes 199,980 shares held by the reporting person's wife, Ann H. Clements, as custodian on behalf of three children.

The reporting person does not have any voting or dispositive power over and disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (7) The option, representing the right to purchase a total of 225,000 shares, became exercisable in four equal annual installments beginning on February 5, 2005.

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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