

TFS Financial CORP
Form 4
June 04, 2013

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 *
Stefanski Marc A

(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)

06/03/2013

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, President 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/03/2013		S	10,500	D \$ 10.93	136,600 ⁽¹⁾	I By Trust
Common Stock						26,000	I By Spouse
Common Stock						12,600	I By Spouse As Custodian For Child 4
Common Stock						12,267	D
						78,144	I

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Common Stock				By 401(k) (2)
Common Stock	5,490	I		BY ESOP (2)
Common Stock	12,600	I		By Child 3
Common Stock	15,600	I		By Spouse As Custodian For Child 5
Common Stock	115,738	I		Trustee for sibling trust
Common Stock	10,000	I		By Child 1
Common Stock	25,600	I		By Child 2
Common Stock	7,200	I		POA on siblings IRA

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	(3)			Code V (A) (D)		Date Exercisable (4) (5)	Expiration Date (4) (5)	Title Common Stock 36,800 93,300

Restricted Stock Units					Common Stock	
Restricted Stock Units	(3)	(6)	(6)		Common Stock	698,413
Employee Stock Option (right to buy)	\$ 14	(7)	05/14/2020		Common Stock	315,500
Employee Stock Option (right to buy)	\$ 11.74	(8)	08/10/2018		Common Stock	2,530,700
Employee Stock Option (right to buy)	\$ 8.61	(9)	12/15/2021		Common Stock	369,000
Employee Stock Option (right to buy)	\$ 9.43	(10)	12/15/2022		Common Stock	416,700
Restricted Stock Units	(3)	(11)	(11)		Common Stock	33,400
Restricted Stock Units	(3)	(12)	(12)		Common Stock	35,700
Employee Stock Option (right to buy)	\$ 11.96	(13)	05/11/2019		Common Stock	299,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stefanski Marc A 7007 BROADWAY AVENUE CLEVELAND, OH 44105	X		Chairman, President and CEO	

Signatures

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

06/04/2013

__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 sale was completed in accordance with the terms of a 10b5-1 Trading Plan previously disclosed on March 13, 2013.
- (2) Reflects transactions not required to be reported under Section 16 of the Securities Exchange Act, as amended.
- (3) 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.
- (4) As reported on a Form 4 dated December 20, 2011, the reporting person received a grant for 55,200 Restricted Stock Units ("RSUs") on December 19, 2011. These RSUs vest in three equal annual installments beginning December 15, 2012.
- (5) The reporting person received a total grant of 93,300 Restricted Stock Units ("RSU's") on December 28, 2012. These RSU's vest in three equal installments beginning December 15, 2013.
- (6) The Reporting Person received a grant of 701,800 Restricted Stock Units ("RSUs") on August 11, 2008. These RSUs 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 the person's termination of employment from TFS Financial Corporation. 3,387 shares were delivered to the issuer on August 13, 2012 to pay for the applicable withholding tax due upon vesting.
- (7) As reported on a Form 4 dated May 18, 2010, the reporting person received a grant of 315,500 stock options which vest in three equal annual installments beginning May 14, 2011.
- (8) As reported on a Form 4 dated August 13, 2008, the reporting person received a grant of 2,530,700 stock options that vest in four equal annual installments beginning on August 11, 2012.
- (9) As reported on a Form 4 dated December 20, 2011, the reporting person received a grant of 369,000 stock options that vest in three equal annual installments beginning on December 15, 2012.
- (10) The reporting person received a grant of 416,700 stock options on December 28, 2012. These stock options vest in three equal installments beginning December 15, 2013.
- (11) As reported on the Form 4 dated May 14, 2009, the reporting person received a grant of 33,400 stock units that vest in four equal annual installments beginning on May 12, 2010. Vested shares may be distributed to the reporting person only after the person's termination of employment with TFS Financial Corporation.
- (12) As reported on a Form 4 dated May 18, 2010, the Reporting Person received a grant of 35,700 restricted stock units that vest in four equal installments beginning on May 14, 2011. Vested shares may be distributed to the Reporting Person only after that person's termination of employment with TFS Financial Corporation.
- (13) As reported on a Form 4 dated May 14, 2009, the reporting person received a grant for 299,600 stock options that vest in three equal annual installments beginning on May 12, 2010.

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.