TFS Financial CORP Form 4 December 17, 2013

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Middle)

(7:-

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading WEIL MEREDITH S

(First)

(Street)

(Ctata)

7007 BROADWAY AVENUE

Symbol

TFS Financial CORP [TFSL]

3. Date of Earliest Transaction

Issuer

5. Relationship of Reporting Person(s) to

(Check all applicable)

(Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify 12/15/2013 below) COO of subsidiary

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

CLEVELAND, OH 44105

(City)	(State) ((Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	onth/Day/Year) Execution Date, if any			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
C			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	12/15/2013		M	1,833 (1)	A	\$0	22,590	D	
Common Stock	12/15/2013		M	1,933 (1)	A	\$ 0	24,523	D	
Common Stock	12/15/2013		F	603 (2)	D	\$ 11.61	23,920	D (3)	
Common Stock							4,672	I	BY ESOP
Common Stock							9,934	I	By 401(k)

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

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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	<u>(5)</u>	12/15/2013		M		1,833	<u>(6)</u>	<u>(6)</u>	Common Stock	1,833
Restricted Stock Units	<u>(5)</u>	12/15/2013		M		1,933	<u>(7)</u>	<u>(7)</u>	Common Stock	1,933
Employee Stock Option (right to buy)	\$ 8.61						(8)	12/15/2021	Common Stock	36,900
Employee Stock Option (right to buy)	\$ 11.64						(9)	12/03/2023	Common Stock	28,700
Employee Stock Option (right to buy)	\$ 11.74						(10)	08/10/2018	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 14						<u>(11)</u>	05/14/2020	Common Stock	31,500
	\$ 9.43						(12)	12/15/2022		41,700

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Employee Stock Option (right to buy)				Common Stock	
Restricted Stock Units	<u>(5)</u>	(13)	<u>(13)</u>	Common Stock	3,600
Restricted Stock Units	<u>(5)</u>	(14)	<u>(14)</u>	Common Stock	4,200

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WEIL MEREDITH S

7007 BROADWAY AVENUE COO of subsidiary

CLEVELAND, OH 44105

Signatures

/s/ Paul J. Huml, Pursuant to Power of Attorney 12/17/2013

**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) These common shares were acquired upon the vesting and settlement of certain restricted stock units.
- (2) These common shares were delivered to the issuer to pay for the applicable withholding tax due upon vesting of certain restricted stock units.
- (3) Shares are held with shared voting power with spouse.
- (4) 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 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 December 20, 2011, the reporting person was granted 5,500 Restricted Stock Units ("RSUs") on December 19, 2011. These RSUs vest in three equal annual installments beginning December 15, 2012.
- (7) The reporting person received a grant of 5,800 Restricted Stock Units ("RSU's") on December 28, 2012. These RSU's vest in three equal annual installments beginning December 15, 2013.
- (8) 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.
- (9) 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.
- (10) As reported on a Form 3 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.

Reporting Owners 3

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- As reported on a Form 3 dated September 29, 2011 the reporting person was granted 31,500 stock options. These options vested in 3 equal annual installments beginning May 14, 2011.
- (12) As reported on a Form 4 dated December 28, 2012, 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.
- 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 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.
- (14) 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.

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.