

GOUGH MICHAEL

Form 4

December 05, 2017

**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  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GOUGH MICHAEL

(Last) (First) (Middle)

C/O GREAT WESTERN  
BANCORP, INC., 225 S 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)

12/01/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP and Chief Credit Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 (Instr. 4)
Common Stock, par value \$0.01 per share	12/02/2017		M	147 A \$ 0	3,135	D	
Common Stock, par value \$0.01 per share	12/02/2017		M	719 A \$ 0	3,854	D	
Common Stock, par value \$0.01	12/04/2017		M	162 A \$ 0	4,016	D	

per share

Common

Stock, par  
value \$0.0112/04/2017<sup>(1)</sup>

F

283

D

\$  
41.49 3,733

D

per share

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. 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. I De Sec (In
				Code	V	(A)	(D)	
Restricted Stock Units - 2017	<u>(2)</u>	12/01/2017		A	1,035	<u>(3)</u>	<u>(3)</u>	Common Stock, par value \$0.01 per share 1,035
Restricted Stock Units (2017 STI)	<u>(2)</u>	12/01/2017		A	671	<u>(4)</u>	<u>(4)</u>	Common Stock, par value \$0.01 per share 671
Restricted Stock Units - 2016	<u>(2)</u>	12/02/2017		M	147	<u>(5)</u>	<u>(5)</u>	Common Stock, par value \$0.01 per share 147
Restricted Stock Units (2016 STI)	<u>(2)</u>	12/02/2017		M	719	<u>(6)</u>	<u>(6)</u>	Common Stock, par value \$0.01 per share 719
	<u>(2)</u>	12/04/2017		M	162	<u>(7)</u>	<u>(7)</u>	162

Restricted  
Stock  
Units -  
2015

Common  
Stock, par  
value  
\$0.01 per  
share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOUGH MICHAEL C/O GREAT WESTERN BANCORP, INC. 225 S MAIN AVENUE SIOUX FALLS, SD 57104			EVP and Chief Credit Officer	

## Signatures

Donald J. Straka, as attorney-in-fact for Michael  
Gough

12/05/2017

\_\_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 units representing these shares were surrendered to satisfy tax withholding obligations on the vesting of restricted stock unit awards.
  - (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 equal installments beginning on December 1, 2018. The restricted stock units have no expiration date.
  - (4) The restricted stock units vest on December 1, 2018. 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 restricted stock units vest in three annual equal installments beginning on December 4, 2016. The restricted stock units have no expiration date.

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.