

KNIERIEM KARLYN M
Form 4
December 04, 2018

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 *
KNIERIEM KARLYN M

(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)

11/30/2018

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 Risk 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(A) Code (Instr. 8)	4. Securities Acquired 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	12/01/2018 ⁽¹⁾		M	80 A \$ 0	80	D	
Common Stock, par value \$0.01 per share	12/01/2018 ⁽²⁾		M	117 A \$ 0	197	D	
	12/03/2018 ⁽³⁾		F	47 D \$ 37.08	150	D	

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

12/03/2018⁽⁴⁾

S 150 D \$ 34.615 0 D

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
				Code	V	(A)	(D)	
Restricted Stock Units - 2017	<u>(5)</u>	12/01/2018		M		80	<u>(1)</u>	<u>(1)</u>
							Common Stock, par value \$0.01 per share	80
Restricted Stock Units (2017 STI)	<u>(5)</u>	12/01/2018		M		117	<u>(2)</u>	<u>(2)</u>
							Common Stock, par value \$0.01 per share	117
Restricted Stock Units - 2018	<u>(5)</u>	11/30/2018		A		1,367	<u>(6)</u>	<u>(6)</u>
							Common Stock, par value \$0.01 per share	1,367
Restricted	<u>(5)</u>	11/30/2018		A		789	<u>(7)</u>	<u>(7)</u>
							Common	789

Stock
Units
(2018
STI)

Stock, par
value
\$0.01 per
share

Reporting Owners

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

Signatures

Donald J. Straka, as attorney-in-fact for Karlyn M
Knieriem

12/04/2018

__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 restricted stock units vest in three equal installments beginning on December 1, 2018. The restricted stock units have no expiration date.
- (2) The restricted stock units vest on December 1, 2018. The restricted stock units have no expiration date.
- (3) The units representing these shares were surrendered to satisfy tax withholding obligations on the vesting of restricted stock unit awards.
- (4) These shares were sold pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.
- (5) 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.
- (6) The restricted stock units vest in three annual installments beginning on November 30, 2019. The restricted stock units have no expiration date.
- (7) The restricted stock units vest on November 30, 2019. 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.

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