

DOWNEY JOHN F
 Form 4
 February 04, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 DOWNEY JOHN F

(Last) (First) (Middle)

C/O WSFS FINANCIAL CORP, 500
 DELAWARE AVENUE

(Street)

WILMINGTON, DE 19801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

WSFS FINANCIAL CORP [WSFS]

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

02/02/2009

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)

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 (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/02/2009		A	505 A \$ 23.19	6,040	D	
Common Stock					600	I	IRA

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

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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. Price of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 11.421					12/21/2001	12/21/2010	Common Stock	1,000
Stock Options (Right to Buy)	\$ 14.875					12/15/2000	12/15/2009	Common Stock	1,000
Stock Options (Right to Buy)	\$ 17.2					12/19/2002	12/19/2011	Common Stock	1,000
Stock Options (Right to Buy)	\$ 33.4					12/19/2003	12/19/2012	Common Stock	1,500
Stock Options (Right to Buy)	\$ 43.7					12/18/2004	12/18/2013	Common Stock	1,500
Stock Options (Right to Buy)	\$ 58.75					12/16/2005	12/16/2014	Common Stock	1,000
Stock Options (Right to Buy)	\$ 63.67					12/15/2006	12/15/2010	Common Stock	1,400
Stock Options	\$ 65.2					12/13/2007	12/13/2011	Common Stock	1,223

(Right to Buy)

Stock Options (Right to Buy)	\$ 53.39	12/12/2008	12/12/2012	Common Stock	1,110
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Stock Options (Right to Buy)	\$ 46.7	12/17/2009	12/17/2013	Common Stock	2,310
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOWNEY JOHN F C/O WSFS FINANCIAL CORP 500 DELAWARE AVENUE WILMINGTON, DE 19801	X			

Signatures

/s/John F. Downey By: Robert F. Mack, Power of Attorney 02/04/2009

__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).

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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