

Wilson William Blake  
 Form 4  
 November 21, 2012

**FORM 4** 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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Wilson William Blake

2. Issuer Name and Ticker or Trading Symbol  
 EverBank Financial Corp [EVER]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/19/2012

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

President and COO

501 RIVERSIDE AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

JACKSONVILLE, FL 32202

(City) (State) (Zip)

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/19/2012		M		150,000	A	\$ 4.1
Common Stock, par value \$0.01 per share	11/19/2012		S		100,000	D	\$ 14.2098 (1)
Common Stock, par	11/20/2012		S		50,000	D	\$ 379,647 14.2776

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value					(2)		
\$0.01 per share							
Common Stock, par value \$0.01 per share	11/20/2012	G	48,000	D	\$ 0	331,647	D
Common Stock, par value \$0.01 per share						52,392	I
							As Trustee of the W. Blake Wilson 2-Year Grantor Retained Annuity Trust
Common Stock, par value \$0.01 per share						78,518	I
							As Trustee of the W. Blake Wilson 5-Year Grantor Retained Annuity Trust
Common Stock, par value \$0.01 per share						49,090	I
							As Trustee of the W. Blake Wilson 2012 2-Year Grantor Retained Annuity Trust

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)**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Common Stock Option (right to buy)	\$ 4.1	11/19/2012		M	150,000	<u>(3)</u>	01/01/2013	Common Stock	150,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilson William Blake 501 RIVERSIDE AVENUE JACKSONVILLE, FL 32202	X		President and COO	

## Signatures

By: Jean-Marc Corredor as Attorney-in-fact 11/20/2012

\*\*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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.20 to \$14.27, inclusive. The reporting person undertakes to provide to EverBank Financial Corp, any security holder of EverBank Financial Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.215 to \$14.373, inclusive. The reporting person undertakes to provide to EverBank Financial Corp, any security holder of EverBank Financial Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(3) The option became vested in 5 equal installments on January 1, 2003, 2004, 2005, 2006 and 2007.

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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