

TFS Financial CORP
Form 4
August 14, 2015

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 *
Stefanski Marc A

(Last) (First) (Middle)
7007 BROADWAY AVENUE
(Street)

CLEVELAND, OH 44105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TFS Financial CORP [TFSL]

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2015

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)
Chairman, President and CEO

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 Indirect Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	08/11/2015		M	5,365 (1) A \$ 0	5,365	I	trust
Common Stock	08/11/2015		F	5,365 (2) D \$ 0	0	I	trust
Common Stock					26,000	I	By Spouse
Common Stock					12,600	I	By Spouse As Custodian For Child 4
					84,356	I	

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Common Stock						By 401(k) (3)
Common Stock		6,393	I			BY ESOP (3)
Common Stock		12,600	I			By Child 3
Common Stock		15,600	I			By Spouse As Custodian For Child 5
Common Stock		115,738	I			Trustee for sibling trust
Common Stock		10,000	I			By Child 1
Common Stock		25,600	I			By Child 2
Common Stock		7,200	I			POA on siblings 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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	08/11/2015		M	5,365		(5)	(5)	Common Stock	5,365
Restricted Stock Units	(4)						(6)	(6)	Common Stock	31,100

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Restricted Stock Units	(4)	(7)	(7)	Common Stock	33,100
Employee Stock Option (right to buy)	\$ 11.96	(8)	05/11/2019	Common Stock	299,600
Restricted Stock Units	(4)	(9)	(9)	Common Stock	27,734
Employee Stock Option (right to buy)	\$ 8.61	(10)	12/15/2021	Common Stock	369,000
Employee Stock Option (right to buy)	\$ 14.85	(11)	12/18/2024	Common Stock	383,600
Employee Stock Option (right to buy)	\$ 11.74	(12)	08/10/2018	Common Stock	2,530,700
Restricted Stock Units	(4)	(13)	(13)	Common Stock	33,400
Restricted Stock Units	(4)	(14)	(14)	Common Stock	35,700
Employee Stock Option (right to buy)	\$ 14	(15)	05/14/2020	Common Stock	315,500
Employee Stock Option (right to buy)	\$ 11.64	(16)	12/03/2023	Common Stock	286,500
Employee Stock Option (right to	\$ 9.43	(17)	12/15/2022	Common Stock	416,700

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- (14) As reported on a Form 4 dated May 18, 2010, the Reporting Person received a grant of 35,700 restricted stock units that vest in four equal installments beginning on May 14, 2011. Vested shares may be distributed to the Reporting Person only after that person's termination of employment with TFS Financial Corporation.
- (15) As reported on a Form 4 dated May 18, 2010, the reporting person received a grant of 315,500 stock options which vest in three equal annual installments beginning May 14, 2011.
- (16) As reported on a Form 4 dated December 12, 2013, the reporting person received a grant of 286,500 stock options. These stock options vest in three equal installments beginning December 3, 2014.
- (17) As reported on a Form 4 dated January 2, 2013, the reporting person received a grant of 416,700 stock options on December 28, 2012. These stock options vest in three equal installments beginning December 15, 2013.

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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