Stefanski III Ben S Form 4 February 06, 2013

FORM 4

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

OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Stefanski III Ben S | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|---|--|---|--|--|--|
| (Last) (First) (Middle) | TFS Financial CORP [TFSL] 3. Date of Earliest Transaction | | | | |
| 7007 BROADWAY AVENUE | (Month/Day/Year) 02/05/2013 | _X_ Director 10% Owner Officer (give title below) Other (specification) | | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| CLEVELAND, OH 44105 | | Form filed by More than One Reporting Person | | | |

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative Securities Acqu | ired, Disposed of | , or Beneficiall | y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price | 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 | 02/05/2013 | | D | 9,500 D \$ 10.516 | 51,500 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8) | 5. tionNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) |
|---|---|--------------------------------------|---|---------------------------------------|---|-----|---------------------|--------------------|---|-------------------------------------|--|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | (1) | | | | | | (2) | (2) | Common Stock | 30,000 | |

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Stefanski III Ben S 7007 BROADWAY AVENUE X CLEVELAND, OH 44105

Signatures

/s/ Paul J. Huml, Pursuant to Power of 02/06/2013 Attorney

> **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).
- Each restricted stock unit represents a contingent right to receive one share of TFS Financial Corporation common stock. Restricted stock (1) units are entitled to dividend equivalent rights in the form of a cash payment in the amount of any cash dividend paid per share of
- As reported on a Form 4 dated May 18, 2010, the reporting person received a grant of 50,000 Restricted Stock Units ("RSUs") on May 14, 2010. The RSUs vest in five equal annual installments beginning on May 14, 2011.

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.

Reporting Owners 2