

TFS Financial CORP
 Form 4
 December 19, 2014

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 *
WEIL MEREDITH S

(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)
 12/18/2014

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)
 COO of subsidiary

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 29,087 | D ⁽¹⁾ | |
| Common Stock | | | | | 5,153 | I | BY ESOP ⁽²⁾ |
| Common Stock | | | | | 9,983 | I | By 401(k) ⁽²⁾ |

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

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number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | (3) | 12/18/2014 | | A | 3,300 | (4) (4) | Common Stock 3,300 |
| Employee Stock Option (right to buy) | \$ 14.85 | 12/18/2014 | | A | 32,400 | (5) 12/18/2024 | Common Stock 32,400 |
| Employee Stock Option (right to buy) | \$ 8.61 | | | | | (6) 12/15/2021 | Common Stock 36,900 |
| Employee Stock Option (right to buy) | \$ 11.64 | | | | | (7) 12/03/2023 | Common Stock 28,700 |
| Employee Stock Option (right to buy) | \$ 11.74 | | | | | (8) 08/10/2018 | Common Stock 50,000 |
| Employee Stock Option (right to buy) | \$ 14 | | | | | (9) 05/14/2020 | Common Stock 31,500 |
| Employee Stock Option (right to | \$ 9.43 | | | | | (10) 12/15/2022 | Common Stock 41,700 |

| | | | | | |
|------------------------------|-----|--|------|------|-----------------------|
| buy) | | | | | |
| Restricted Stock Units | (3) | | (11) | (11) | Common Stock 1,934 |
| Restricted Stock Units | (3) | | (12) | (12) | Common Stock 3,600 |
| Restricted Stock Units | (3) | | (13) | (13) | Common Stock 2,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WEIL MEREDITH S 7007 BROADWAY AVENUE CLEVELAND, OH 44105 | X | | COO of subsidiary | |

Signatures

/s/ Paul J. Huml, Pursuant to Power of Attorney
 12/19/2014
 **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) Shares are held with shared voting power with spouse.
- (2) Reflects transactions not required to be reported under Section 16 of the Securities Exchange Act, as amended.
- (3) Each restricted stock unit represents a contingent right to receive one share of TFS Financial Corporation common stock. Restricted stock 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 common stock.
- (4) The reporting person received a grant of 3,300 Restricted Stock Units ("RSUs") on December 18, 2014. These RSUs vest in three equal annual installments beginning December 10, 2015.
- (5) The reporting person received a grant of 32,400 stock options on December 18, 2014. These stock options vest in three equal annual installments beginning December 10, 2015.
- (6) As reported on a Form 4 dated December 19, 2011, the reporting person received a grant of 36,900 stock options that vest in three equal annual installments beginning December 15, 2012.
- (7) As reported on a Form 4 dated December 12, 2013, the reporting person received a grant of 28,700 stock options on December 3, 2013. These stock options vest in three equal installments beginning December 3, 2014.
- (8) As reported on a Form 4 dated September 29, 2011, the reporting person received a grant of 50,000 stock options that vest in three equal annual installments beginning August 11, 2011.
- (9) The reporting person received a grant of 31,500 stock options that vest in three equal annual installments beginning May 14, 2011.
- (10) The reporting person received a grant of 41,700 stock options on December 28, 2012. These stock options vest in three equal installments beginning December 15, 2013.

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- (11) The reporting person received a grant of 5,800 Restricted Stock Units ("RSU's") on December 28, 2012. These RSU's vest in three equal annual installments beginning December 15, 2013.
- As reported on a Form 4 dated September 29, 2011, the reporting person received a grant of 3,600 restricted stock units that vest in four equal annual installments beginning May 14, 2011. Vested shares may be distributed to the Reporting Person only after that person's termination of employment with TFS Financial Corporation.
- (12) As reported on a Form 4 dated December 12, 2013, the reporting person received a grant of 4,200 Restricted Stock Units ("RSU's") on December 3, 2013. These RSU's vest in three equal annual installments beginning December 3, 2014.
- (13) As reported on a Form 4 dated December 12, 2013, the reporting person received a grant of 4,200 Restricted Stock Units ("RSU's") on December 3, 2013. These RSU's vest in three equal annual installments beginning December 3, 2014.

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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