

HARLEYSVILLE SAVINGS FINANCIAL CORP

Form 4

November 04, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCGILL BRENDAN J

2. Issuer Name **and** Ticker or Trading
Symbol
HARLEYSVILLE SAVINGS
FINANCIAL CORP [HARL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

27 MARSHWOOD DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
11/03/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____X____ Other (specify below)
Executive Vice President / Chief Financial
Officer

(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
____ Form filed by More than One Reporting
Person

COLLEGEVILLE, PA 19426

(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)
Common	11/03/2011		Code A	V Amount 644 ⁽¹⁾ A Price \$ 0	8,625	D	
Common					3,610	I	IRA for Individual
Common					3,190	I	Beneficial Interest Under ESOP
Common					2,666	I	IRA for Spouse

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

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(9-02)

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
Stock Option Grant	\$ 10.6							01/02/2003	01/02/2012	Common Stock	1,833
Stock Option Grant	\$ 13.13							01/01/2004	01/01/2013	Common Stock	3,667
Stock Option Grant	\$ 17.16							01/01/2005	01/01/2014	Common Stock	4,000
Stock Option Grant	\$ 17.79							01/01/2006	01/01/2015	Common Stock	4,000
Stock Option Grant	\$ 18							01/01/2011	01/01/2016	Common Stock	3,000
Stock Option Grant	\$ 17.68							01/01/2012	01/01/2017	Common Stock	10,000
Stock Option Grant	\$ 12.5							01/01/2013	01/03/2018	Common Stock	10,761
Stock Option Grant	\$ 12.6							01/02/2014	11/11/2018	Common Stock	10,962
Stock Option	\$ 13.05							01/03/2015	11/20/2019	Common Stock	10,303

Grant

Stock Option Grant	\$ 15.15				01/03/2016	11/12/2020	Common Stock	5,136
Stock Option Grant	\$ 14.84	11/03/2011	A	6,249	01/03/2017 ⁽²⁾	11/03/2021	Common Stock	6,249

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGILL BRENDAN J 27 MARSHWOOD DRIVE COLLEGEVILLE, PA 19426			Executive Vice President	Chief Financial Officer

Signatures

Brendan J. 11/03/2011
McGill

__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) Represents the grant of shares pursuant to the 2009 Stock Incentive Plan that are vesting ratably over 3 years commencing on November 3, 2012.

(2) The options are vesting ratably over [six] years commencing on November 3, 2012.

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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