## Edgar Filing: Cohen Martin J - Form 4

Cohen Martin J Form 4									
August 25, 2009									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB A	OMB APPROVAL	
Washington, D.C. 20549						OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or	ENT OF CHAN	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31 2009 Estimated average burden hours per response 0.9		
abligations	uant to Section 16 ) of the Public Ut: 30(h) of the Inv	ility Hold	ing Comp	oany .	Act of	1935 or Section	n		
(Print or Type Responses)									
1. Name and Address of Reporting Pe Cohen Martin J	Symbol	2. Issuer Name <b>and</b> Ticker or Trading ymbol 'FS Financial CORP [TFSL]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Mi		3. Date of Earliest Transaction (Check				k all applicable)			
7007 BROADWAY AVENUE	ay/Year) 009				XDirector Officer (give below)	Officer (give title Other (specify			
(Street)	ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CLEVELAND, OH 44105						Form filed by M Person	fore than One Re	porting	
(City) (State) (Z	Zip) Table	e I - Non-De	erivative Se	ecuriti	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)		Code (D)			SecuritiesIBeneficially0OwnedIFollowing0Reported0	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
		Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common 08/11/2009 Stock		M <u>(1)</u>	10,000	A	<u>(1)</u>	26,100	D		
Common Stock						1,000	I	By Spouse	

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

Persons who respond to the collection of information contained in this form are not 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. Transactio Code (Instr. 8)	onDerivative		erivative Expiration Date ecurities (Month/Day/Ye cquired (A) r Disposed of D) nstr. 3, 4,			itle and Amount of lerlying Securities tr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	08/11/2009		M <u>(1)</u>		10,000	(2)	(2)	Common Stock	10,000	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Cohen Martin J 7007 BROADWAY AVENUE CLEVELAND, OH 44105	Х						
Signatures							
/s/ Paul J. Huml, Pursuant to Po Attorney	wer of		08/25/20	)09			
<b>**</b> Signature of Reporting Perso	n		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).

As reported on Form 4 dated 8/11/2008 and filed on August 13, 2008, the reporting person received a grant of 50,000 Restricted Stock Units ("RSUs") on August 11, 2008. The RSUs vest 20% on each of the first through the fifth anniversaries of the date of the grant. On

- each vesting date, for each Unit vesting on such date, the reporting person will receive one share of TFS Financial Corporation common stock, subject to tax withholding. On August 11, 2009, the first 20% of these RSUs vested, resulting in the issuance of 10,000 shares of TFS Financial Corporation common stock to the reporting person.
- (2) The Restricted Stock Units vest 20% on each of the first through the fifth anniversaries of the date of the grant. 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.

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.