

Charter Financial Corp
Form 4
December 18, 2013

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 *
DARDEN JANE W

(Last) (First) (Middle)

1233 O.G. SKINNER DRIVE

(Street)

WEST POINT, GA 31833

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Charter Financial Corp [CHFNF]

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

12/16/2013

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)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/16/2013		A		17,147 ⁽¹⁾	I	By Stock Award II ⁽¹⁾
Common Stock					30,637 ⁽²⁾	D	
Common Stock					6,235	I	By Spouse
Common Stock					6,640	I	As Trustee for Trust
Common Stock					0 ⁽²⁾	I	By Stock Award I ⁽³⁾

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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)	Amount or Number of Shares
Stock Options	\$ 10.89	12/16/2013		A	42,868 <u>(4)</u>	12/16/2014 12/15/2023	Common Stock	42,868 <u>(4)</u>
Stock Options	\$ 8.8205					01/27/2014 01/27/2019	Common Stock	13,718 <u>(5)</u>
Stock Options	\$ 8.179					06/22/2013 06/22/2020	Common Stock	6,235 <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DARDEN JANE W 1233 O.G. SKINNER DRIVE WEST POINT, GA 31833			X	

Signatures

/s/ Benjamin M. Azoff, pursuant to power of attorney 12/18/2013

__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 of restricted stock granted pursuant to the Charter Financial Corporation 2013 Equity Incentive Plan vest at a rate of 20% per year commencing on December 16, 2014.
- (2) Since the reporting person's last beneficial ownership report, 124 shares previously held through stock awards have vested and are now owned directly.

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- (3) Shares granted to the reporting person under the Charter Financial Corporation 2001 Recognition and Retention Plan. Restricted stock awards will vest on July 27, 2013.
- (4) Stock Options granted pursuant to the Charter Financial Corporation 2013 Equity Incentive Plan vest at a rate of 20% per year commencing on December 16, 2014.
- (5) Stock Options granted pursuant to the 2001 Charter Financial Corporation Stock Option Plan vest in five equal annual installments commencing on January 27, 2014.
- (6) Stock Options granted pursuant to the 2001 Charter Financial Corporation Stock Option Plan vest in five equal annual installments commencing on June 22, 2015.

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.