

TFS Financial CORP  
Form 4  
December 17, 2014

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2015  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Motta Anna Maria P

(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)  
12/15/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

Chief Information Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/15/2014                              |                                                             | M                                       | 20,000                                                              | A \$ 0                                                                                                             | 36,484                                                               | D                                                                 |
| Common<br>Stock                       | 12/15/2014                              |                                                             | F                                       | 6,570<br>(1)                                                        | D \$<br>14.81                                                                                                      | 29,914                                                               | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                     |                                                                                                                    | 5,554                                                                | I ESOP (2)                                                        |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                     |                                                                                                                    | 10,633                                                               | I 401(k) (2)                                                      |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                     |                                                                                                                    | 1,000                                                                | I By<br>Mother (3)                                                |

# Edgar Filing: TFS Financial CORP - Form 4

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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | (4)                                                                | 12/15/2014                              |                                                             | M                                    | 20,000                                                                                                       | (5)                                                            | (5)                | Common<br>Stock                                                     | 20,000                              |
| Restricted<br>Stock<br>Units                        | (4)                                                                |                                         |                                                             |                                      |                                                                                                              | (6)                                                            | (6)                | Common<br>Stock                                                     | 13,000                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 8.61                                                            |                                         |                                                             |                                      |                                                                                                              | (7)                                                            | 12/19/2021         | Common<br>Stock                                                     | 40,000                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 11.74                                                           |                                         |                                                             |                                      |                                                                                                              | (8)                                                            | 08/10/2018         | Common<br>Stock                                                     | 50,000                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 15.08                                                           |                                         |                                                             |                                      |                                                                                                              | (9)                                                            | 12/11/2024         | Common<br>Stock                                                     | 26,000                              |

## Reporting Owners

| Reporting Owner Name / Address | Relationships             |
|--------------------------------|---------------------------|
| Director                       | 10% Owner                 |
|                                | Officer                   |
|                                | Other                     |
|                                | Chief Information Officer |

Motta Anna Maria P  
7007 BROADWAY AVENUE  
CLEVELAND, OH 44105

## Signatures

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

12/17/2014

\_\_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) These common shares were delivered to the issuer to pay for the applicable withholding tax due upon vesting of certain restricted stock units.
- (2) Reflects transactions not required to be reported under Section 16 of the Securities Exchange Act, as amended.
- (3) Shares are owned by the reporting person's mother who resides in the same household. Reporting person has no pecuniary interest in the shares.  
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) 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.
- (5) On December 19, 2011, the reporting person received a grant of 20,000 Restricted Stock Units ("RSU's") that vest on December 15, 2014.
- (6) On December 11, 2014, the reporting person received a grant of 13,000 Restricted Stock Units ("RSUs") that vest on December 10, 2017.
- (7) The reporting person received a grant of 40,000 stock options on December 19, 2011 which vest 100% on December 15, 2014.
- (8) The reporting person received a grant of 50,000 stock options that vested in three equal annual installments beginning on August 11, 2011.
- (9) On December 11, 2014, the reporting person received a grant of 26,000 stock options. These stock options vest on December 10, 2017.

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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