

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Huml Paul J

(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)
 Chief Operating Officer

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock					23,830	D	
Common Stock					4,700	I	By Spouse's Ira
Common Stock					2,000	I	As Custodian For Child 2
Common Stock					1,000	I	As Custodian For Child 3
					36,003	I	

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Common Stock				By 401(k) <u>(1)</u>
Common Stock	5,153	I		ESOP <u>(1)</u>

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

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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
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	<u>(2)</u>	12/18/2014		A	3,300	<u>(3)</u> <u>(3)</u>	Common Stock	3,300
Employee Stock Option (right to buy)	\$ 14.85	12/18/2014		A	32,400	<u>(4)</u> 12/18/2024	Common Stock	32,400
Employee Stock Option (right to buy)	\$ 11.74					<u>(5)</u> 08/10/2018	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 8.61					<u>(6)</u> 12/15/2021	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

Huml Paul J
7007 BROADWAY AVENUE
CLEVELAND, OH 44105

Chief
Operating
Officer

Signatures

Paul J. Huml 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) Reflects transactions not required to be reported under Section 16 of the Securities Exchange Act, as amended.
Each restricted stock unit represents a contingent right to receive one share of TFS Financial Corporation common stock. Restricted stock
- (2) 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.
- (3) 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.
- (4) 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.
- (5) As reported on Form 4 filed 8/13/2008, the reporting person received options to purchase 50,000 shares, which vest in three equal annual installments beginning on August 11, 2011.
- (6) The reporting person received a grant of 40,000 stock options that vest 100% on December 15, 2014.

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.