

Huml Paul J
Form 4
February 26, 2019

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
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(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)

02/25/2019

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)

Chief Financial 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 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 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 Stock	02/25/2019		M	(A) or (D) Amount 20,000 (1)	\$ 0	55,538	D
Common Stock	02/25/2019		F	(A) or (D) Amount 14,871 (2)	\$ 17.23	40,667	D (3)
Common Stock						41,379	I By 401(k) (4)
Common Stock						8,350	I ESOP (4)
Common Stock						4,700	I By Spouse's Ira

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Common Stock 2,000 I Child 2

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

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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 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
Employee Stock Option (right to buy)	\$ 14.74					(5) 01/05/2028	Common Stock 156,300
Employee Stock Option (right to buy)	\$ 14.81					(6) 05/28/2025	Common Stock 108,300
Employee Stock Option (right to buy)	\$ 19.31					(7) 12/15/2026	Common Stock 67,200
Employee Stock Option (right to buy)	\$ 19.06					(8) 12/17/2025	Common Stock 49,200
Employee Stock Option (right to buy)	\$ 14.85					(9) 12/18/2024	Common Stock 32,400
	\$ 8.61	02/25/2019		M	20,000	(10) 12/15/2021	20,000

Employee Stock Option (right to buy)				Common Stock	
Restricted Stock Units	(11)	(12)	(12)	Common Stock	8,160
Restricted Stock Units	(11)	(13)	(13)	Common Stock	7,900
Restricted Stock Units	(11)	(14)	(14)	Common Stock	4,400
Restricted Stock Units	(11)	(15)	(15)	Common Stock	1,634

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Huml Paul J 7007 BROADWAY AVENUE CLEVELAND, OH 44105			Chief Financial Officer	

Signatures

Paul J. Huml 02/26/2019

__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 share were acquired upon the vesting and settlement of certain stock options
- (2) These common shares were delivered to the issuer to pay the option's exercise price and applicable tax due upon vesting of certain stock options.
- (3) Shares are held with shared voting power with spouse.
- (4) Reflects transactions not required to be reported under Section 16 of the Securities Exchange Act, as amended.
- (5) As reported on a Form 4 dated January 8, 2018, the reporting person received a grant of 156,300 stock options. These stock options vest in three equal annual installments beginning December 10, 2018.
- (6) As reported on a Form 4 dated May 29, 2015, the reporting person received a grant of 108,300 stock options on May 28, 2015. These stock options vest in five equal annual installments beginning May 28, 2016.
- (7) As reported on a Form 4 dated December 15, 2016, the reporting person received a grant of 67,200 stock options. These stock options vest in three equal annual installments beginning on December 10, 2017.

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- (8) As reported on a Form 4 dated December 17, 2015, the reporting person received a grant of 49,200 stock options on December 15, 2015. These stock options vest in three equal annual installments beginning December 10, 2016.
- (9) As reported on a Form 4 dated December 19, 2014, the reporting person received a grant of 32,400 stock options. These stock options vest in three equal annual installments beginning December 10, 2015.
- (10) The reporting person received a grant of 40,000 stock options that vest 100% on December 15, 2014.
Each restricted stock unit represents a contingent right to receive one share of TFS Financial Corporation common stock. Restricted
- (11) 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.
- (12) As reported on a Form 4 dated May 29, 2015, the reporting person received a grant of 20,400 Restricted Stock Units ("RSUs"). The RSUs vest in five equal annual installments beginning on May 28, 2016.
- (13) On December 20, 2018, the reporting person received a grant of 7,900 Restricted Stock Units ("RSUs"). These RSUs vest in three equal annual installments beginning December 10, 2019.
- (14) As reported on a Form 4 dated January 8, 2018, the reporting person received a grant of 6,600 Restricted Stock Units ("RSUs"). These RSUs vest in three equal annual installments beginning December 10, 2018.
- (15) As reported on a Form 4 dated December 15, 2016, the reporting person received a grant of 4,900 Restricted Stock Units ("RSUs"). These RSUs vest in three equal annual installments beginning 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. 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.