

TFS Financial CORP
 Form 4
 May 23, 2016

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 *
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)
05/20/2016

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 Information 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) Code V Amount Price | | | |
| Common Stock | 05/20/2016 | | M | 20,000 A \$ 11.74 | 64,496 | D | |
| Common Stock | 05/20/2016 | | F | 15,306 (1) D \$ 18.05 | 49,190 | D | |
| Common Stock | | | | | 6,646 | I | ESOP (2) |
| Common Stock | | | | | 10,962 | I | 401(k) (2) |
| Common Stock | | | | | 1,000 | I | By Mother (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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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) | \$ 11.74 | 05/20/2016 | | M | 20,000 | (4) 08/10/2018 | Common Stock 20,000 |
| Restricted Stock Units | (5) | | | | | (6) (6) | Common Stock 13,000 |
| Employee Stock Option (right to buy) | \$ 8.61 | | | | | (7) 12/19/2021 | Common Stock 15,000 |
| Employee Stock Option (right to buy) | \$ 15.08 | | | | | (8) 12/11/2024 | Common Stock 26,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|-------------------------------------------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| Motta Anna Maria P 7007 BROADWAY AVENUE CLEVELAND, OH 44105 | Chief Information Officer |

Signatures

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

05/23/2016

__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) Represents shares of common stock delivered to the issuer in payment by the reporting person of the options exercise price and withholding tax. This transaction is exempt under Rule 16b-3(e).
- (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.
- (4) The reporting person received a grant of 50,000 stock options that vested in three equal annual installments beginning on August 11, 2011. The reporting person previously exercised 30,000 of these stock options.
- (5) 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.
- (6) As reported on a Form 4 dated December 15, 2014, the reporting person received a grant of 13,000 Restricted Stock Units ("RSUs") that fully vest on December 10, 2017.
- (7) The reporting person received a grant of 40,000 stock options which vested 100% on December 15, 2014. The reporting person previously exercised 25,000 of these stock options.
- (8) As reported on a Form 4 dated December 15, 2014, the reporting person received a grant of 26,000 stock options. These stock options fully 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. 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.