

TFS Financial CORP
 Form 4
 February 20, 2015

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

2. Issuer Name and Ticker or Trading Symbol
 TFS Financial CORP [TFSL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 7007 BROADWAY AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/19/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Information Officer

CLEVELAND, OH 44105

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount or (D) Price		
Common Stock	02/19/2015		M		15,000 A \$ 8.61	44,914	D
Common Stock	02/19/2015		F		10,283 (1) D \$ 14.14	34,631	D
Common Stock						6,029	I ESOP (2)
Common Stock						10,683	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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(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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 8.61	02/19/2015		M	15,000	<u>(4)</u> 12/19/2021	Common Stock	15,000
Restricted Stock Units	<u>(5)</u>					<u>(6)</u> <u>(6)</u>	Common Stock	13,000
Employee Stock Option (right to buy)	\$ 11.74					<u>(7)</u> 08/10/2018	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 15.08					<u>(8)</u> 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

02/20/2015

__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 the exercise of certain stock options.
- (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 40,000 stock options on December 19, 2011 which 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 stock
- (5) 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) 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 50,000 stock options that vested in three equal annual installments beginning on August 11, 2011.
- (8) 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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