

Stefanski Marc A
Form 4
February 19, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Stefanski Marc A

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)

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

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

7007 BROADWAY AVENUE

02/14/2013

Chairman, President and CEO

(Street)

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

CLEVELAND, OH 44105

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/14/2013		G	V 2,600 A 11 25,600		I	By Child 2
Common Stock	02/14/2013		G	V 2,600 D 11 165,400		I	By Trust
Common Stock	02/14/2013		G	V 2,600 D 11 162,800		I	By Trust
Common Stock	02/14/2013		G	V 2,600 A 11 12,600		I	By Child 3
Common Stock	02/14/2013		G	V 2,600 D 11 160,200		I	By Trust

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Common Stock	02/14/2013		G	V	2,600	A	<u>U</u>	12,600	I	By Spouse As Custodian For Child 4
Common Stock	02/14/2013		G	V	2,600	A	<u>U</u>	15,600	I	By Spouse As Custodian For Child 5
Common Stock	02/14/2013		G	V	2,600	D	<u>U</u>	157,600	I	By Trust
Common Stock								77,140	I	By 401(k) <u>(2)</u>
Common Stock								10,000	I	By Child 1
Common Stock								26,000	I	By Spouse
Common Stock								5,490	I	BY ESOP <u>(2)</u>
Common Stock								12,267	D	
Common Stock								7,200	I	POA on siblings IRA
Common Stock								115,738	I	Trustee for sibling trust

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)	8. Title
				Code V	(A) (D)			

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		Date Exercisable	Expiration Date		Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 14	<u>(3)</u>	05/14/2020	Common Stock	315,500
Employee Stock Option (right to buy)	\$ 11.96	<u>(4)</u>	05/11/2019	Common Stock	299,600
Employee Stock Option (right to buy)	\$ 11.74	<u>(5)</u>	08/10/2018	Common Stock	2,530,700
Employee Stock Option (right to buy)	\$ 8.61	<u>(6)</u>	12/15/2021	Common Stock	369,000
Employee Stock Option (right to buy)	\$ 9.43	<u>(7)</u>	12/15/2022	Common Stock	416,700
Restricted Stock Units	<u>(8)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock	33,400
Restricted Stock Units	<u>(8)</u>	<u>(10)</u>	<u>(10)</u>	Common Stock	35,700
Restricted Stock Units	<u>(8)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock	698,413
Restricted Stock Units	<u>(8)</u>	<u>(12)</u>	<u>(12)</u>	Common Stock	93,300
Restricted Stock Units	<u>(8)</u>	<u>(13)</u>	<u>(13)</u>	Common Stock	36,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stefanski Marc A 7007 BROADWAY AVENUE CLEVELAND, OH 44105	X		Chairman, President and CEO	

Signatures

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

02/19/2013

__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) On February 14, 2013, the reporting person gifted a total of 10,400 shares. Child #2, child #3, the reporting person's spouse for child #4 and the reporting person's spouse for child #5 each received a gift of 2,600 shares.
- (2) Reflects transactions not required to be reported under Section 16 of the Securities Exchange Act, as amended.
- (3) As reported on a Form 4 dated May 18, 2010, the reporting person received a grant of 315,500 stock options which vest in three equal annual installments beginning May 14, 2011.
- (4) As reported on a Form 4 dated May 14, 2009, the reporting person received a grant for 299,600 stock options that vest in three equal annual installments beginning on May 12, 2010.
- (5) As reported on a Form 4 dated August 13, 2008, the reporting person received a grant of 2,530,700 stock options that vest in four equal annual installments beginning on August 11, 2012.
- (6) As reported on a Form 4 dated December 20, 2011, the reporting person received a grant of 369,000 stock options that vest in three equal annual installments beginning on December 15, 2012.
- (7) As reported on a Form 4 dated January 2, 2013, the reporting person received a grant of 416,700 stock options on December 28, 2012. These stock options vest in three equal installments beginning December 15, 2013.
- (8) 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.
- (9) As reported on a Form 4 dated May 14, 2009, the reporting person received a grant of 33,400 stock units that vest in four equal annual installments beginning on May 12, 2010. Vested shares may be distributed to the reporting person only after the person's termination of employment with TFS Financial Corporation.
- (10) As reported on a Form 4 dated May 18, 2010, the reporting person received a grant of 35,700 restricted stock units on May 14, 2010. These RSUs vest in four equal installments beginning on May 14, 2011. Vested shares may be distributed to the Reporting Person only after that person's termination of employment with TFS Financial Corporation.
- (11) As reported on a Form 4 dated August 13, 2008, the Reporting Person received a grant of 701,800 Restricted Stock Units ("RSUs") on August 11, 2008. These RSUs vest 10% on each of the third through the ninth anniversaries of the date of the grant and 30% on the tenth anniversary of the date of the grant. Vested shares may be distributed to the Reporting Person only after the person's termination of employment from TFS Financial Corporation. 3,387 shares were delivered to the issuer on August 13, 2012 to pay for the applicable withholding tax due upon vesting.
- (12) As reported on a Form 4 dated January 2, 2013, the reporting person received a total grant of 93,300 Restricted Stock Units ("RSUs") on December 28, 2012. These RSUs vest in three equal installments beginning December 15, 2013.
- (13) As reported on a Form 4 dated December 20, 2011, the reporting person received a grant for 55,200 Restricted Stock Units ("RSUs") on December 19, 2011. These RSUs vest in three equal annual installments beginning December 15, 2012.

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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