Great Western Bancorp, Inc.
Form 4
December 06, 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 *
Ulenberg Stephen John

(Last) (First) (Middle)

C/O GREAT WESTERN BANCORP, INC., 225 SOUTH MAIN AVENUE

(Street)

SIOUX FALLS, SD 57104

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Great Western Bancorp, Inc. [GWB]

3. Date of Earliest Transaction (Month/Day/Year)
12/02/2016

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)
EVP and Chief Risk 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 (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	12/04/2016		M		864	A	$ 0	7,758	D	
Common Stock, par value $0.01 per share	12/04/2016		M		974	A	$ 0	8,732	D	
Common Stock, par value $0.01	12/06/2016(1)		S		506	D	$ 40.24	8,226	D	

per share

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. D Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units - 2014	(2)							(3)	(3)	Common Stock, par value $0.01 per share	1,621	
Restricted Stock Units (2015 STI)	(2)	12/04/2016		M			864	(4)	(4)	Common Stock, par value $0.01 per share	864	
Restricted Stock Units - 2015	(2) (5)	12/04/2016		M			974	(5)	(5)	Common Stock, par value $0.01 per share	974	
Restricted Stock Units (2016 STI)	(2)	12/02/2016		A		1,004		(6)	(6)	Common Stock, par value $0.01 per share	1,004	
Restricted Stock Units - 2016	(2)	12/02/2016		A		2,346		(7)	(7)	Common Stock, par value $0.01 per share	2,346	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ulenberg Stephen John C/O GREAT WESTERN BANCORP, INC. 225 SOUTH MAIN AVENUE SIOUX FALLS, SD 57104			EVP and Chief Risk Officer	

Signatures

Donald J. Straka, as attorney-in-fact for Stephen John Ulenberg	12/06/2016
**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) These shares were sold pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 to satisfy tax obligations on the vesting of restricted stock unit awards.

(2) Each restricted stock unit represents a contingent right to receive one share of the common stock, par value $0.01 per share, of Great Western Bancorp, Inc.

(3) The restricted stock units vest in three annual equal installments beginning on October 20, 2015. The restricted stock units have no expiration date.

(4) The restricted stock units vest on December 4, 2016. The restricted stock units have no expiration date.

(5) The restricted stock units vest in three annual equal installments beginning on December 4, 2016. The restricted stock units have no expiration date.

(6) The restricted stock units vest on December 2, 2017. The restricted stock units have no expiration date.

(7) The restricted stock units vest in three annual equal installments beginning on December 2, 2017. The restricted stock units have no expiration date.

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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