

Asher Anthony J
Form 4
May 24, 2011

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 *
Asher Anthony J

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)
08/29/2008

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 08/29/2008 | | P | | 20 ⁽¹⁾ | A \$ 12.15 | 16,020 I By Spouse |
| Common Stock | 11/28/2008 | | P | | 14 ⁽²⁾ | A \$ 12.75 | 3,514 I By IRA |
| Common Stock | 11/28/2008 | | P | | 20 ⁽¹⁾ | A \$ 12.75 | 16,040 I By Spouse |
| Common Stock | 02/09/2009 | | P | | 700 | A \$ 12.63 | 4,214 I By IRA |
| Common Stock | 02/27/2009 | | P | | 25 ⁽²⁾ | A \$ 11.71 | 4,239 I By IRA |
| | 02/27/2009 | | P | | 36 ⁽¹⁾ | A | 16,076 I By Spouse |

Edgar Filing: Asher Anthony J - Form 4

| | | | | | | | | | |
|--------------|------------|---|----------------|---|------------|----------|--------|---|-----------|
| Common Stock | | | | | | \$ 11.71 | | | |
| Common Stock | 05/29/2009 | P | 26 <u>(2)</u> | A | | \$ 11.25 | 4,265 | I | By IRA |
| Common Stock | 05/29/2009 | P | 38 <u>(1)</u> | A | | \$ 11.25 | 16,114 | I | By Spouse |
| Common Stock | 08/28/2009 | P | 38 <u>(1)</u> | A | | \$ 11.35 | 16,152 | I | By Spouse |
| Common Stock | 08/28/2009 | P | 26 <u>(2)</u> | A | | \$ 11.35 | 4,291 | I | By IRA |
| Common Stock | 11/27/2009 | P | 28 <u>(2)</u> | A | | \$ 10.87 | 4,319 | I | By IRA |
| Common Stock | 11/27/2009 | P | 104 <u>(1)</u> | A | | \$ 10.87 | 16,256 | I | By Spouse |
| Common Stock | 02/26/2010 | P | 23 <u>(2)</u> | A | | \$ 12.87 | 4,342 | I | By IRA |
| Common Stock | 02/26/2010 | P | 88 <u>(1)</u> | A | | \$ 12.87 | 16,344 | I | By Spouse |
| Common Stock | 05/28/2010 | P | 23 <u>(2)</u> | A | | \$ 13.28 | 4,365 | I | By IRA |
| Common Stock | 05/28/2010 | P | 86 <u>(1)</u> | A | | \$ 13.28 | 16,430 | I | By Spouse |
| Common Stock | 04/25/2011 | G | V 2,050 | D | <u>(3)</u> | | 0 | D | |
| Common Stock | 04/25/2011 | G | V 2,050 | A | <u>(3)</u> | | 18,480 | I | By Spouse |
| Common Stock | 04/25/2011 | G | V 3,000 | D | <u>(4)</u> | | 10,000 | D | |
| Common Stock | 04/25/2011 | G | V 3,000 | A | <u>(4)</u> | | 21,480 | I | By Spouse |
| Common Stock | 05/24/2011 | G | V 10,000 | D | <u>(5)</u> | | 0 | D | |
| Common Stock | 05/24/2011 | G | V 10,000 | A | <u>(5)</u> | | 31,480 | I | By Spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Asher Anthony J - Form 4

| 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. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock Units | (6) | | | | | (7) (7) | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Asher Anthony J 7007 BROADWAY AVENUE CLEVELAND, OH 44105 | | | X | |

Signatures

/s/ Paul J. Huml, Pursuant to Power of Attorney
05/24/2011

__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 purchased on behalf of the reporting person's wife by the reporting person's broker through a dividend reinvestment arrangement provided by the brokerage firm.
 - (2) These shares were purchased on behalf of the reporting person by the reporting person's broker through a dividend reinvestment arrangement provided by the brokerage firm.
 - (3) These shares were purchased by reporting person jointly with his wife on February 16, 2011. On April 25, 2011, the reporting person gifted these shares to his wife, who shares reporting person's household.
 - (4) These shares were purchased by the reporting person on May 30, 2008. On April 25, 2011, the reporting person gifted these shares to his wife, who shares the reporting person's household.
 - (5) On May 24, 2011, the reporting person gifted these shares to his wife, who shares reporting person's household.
- As reported on the Form 4 dated August 11, 2008 and filed on August 13, 2008, the reporting person received a grant of 50,000 Restricted Stock Units ("RSUs") on August 11, 2008. The RSUs vest 20% on each of the first through the fifth anniversaries of the date of the grant. On each vesting date, for each Unit vesting on such date, the reporting person will receive one share of TFS Financial Corporation common stock. The first 20% and second 20% of these RSUs vested on August 11, 2009 and August 11, 2010, respectively, resulting in the issuance of 10,000 shares on both dates of TFS Financial Corporation common stock to the reporting person.

Edgar Filing: Asher Anthony J - Form 4

The Restricted Stock Units vest 20% on each of the first through the fifth anniversaries of the date of the grant, which was August 11, (7) 2008. Restricted Stock Units are entitled to dividend equivalent rights in the form of the cash payment in the amount of any cash dividend paid per share of common stock.

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.