

EverBank Financial Corp
 Form 4
 October 23, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Clements Robert M

(Last) (First) (Middle)
 501 RIVERSIDE AVENUE
 (Street)

JACKSONVILLE, FL 32202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 EverBank Financial Corp [EVER]

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/21/2014

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)
 Chairman and CEO

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	10/21/2014		M ⁽¹⁾		31,675	A	\$ 5.33
							1,979,170
Common Stock, par value \$0.01 per share	10/21/2014		S ⁽¹⁾		31,675	D	\$ 18.6022
							⁽²⁾
Common Stock, par	10/22/2014		M ⁽¹⁾		31,392	A	\$ 5.33
							1,978,887

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

10/22/2014 S⁽¹⁾ 31,392 D \$ 18.6822 1,947,495 D
(3)

Common
Stock, par
value
\$0.01 per
share

10/23/2014 M⁽¹⁾ 11,933 A \$ 5.33 1,959,428 D

Common
Stock, par
value
\$0.01 per
share

10/23/2014 S⁽¹⁾ 11,933 D \$ 18.7583 1,947,495 D
(4)

Common
Stock, par
value
\$0.01 per
share

996,675 ⁽⁵⁾
(6)

I

By wife,
Ann H.
Clements

Common
Stock, par
value
\$0.01 per
share

70,404

I

As
custodian
on behalf
of his
three
children

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

								Common	Number
								Stock, par	of Shares
								value	
								\$0.01 per	
								share	
Employee Stock Option (right to buy)	\$ 5.33	10/21/2014		M	31,675	02/01/2005 ⁽⁷⁾	02/01/2015		31,6
Employee Stock Option (right to buy)	\$ 5.33	10/22/2014		M	31,392	02/01/2005 ⁽⁷⁾	02/01/2015		31,3
Employee Stock Option (right to buy)	\$ 5.33	10/23/2014		M	11,933	02/01/2005 ⁽⁷⁾	02/01/2015		11,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clements Robert M 501 RIVERSIDE AVENUE JACKSONVILLE, FL 32202	X		Chairman and CEO	

Signatures

by: Jean-Marc Corredor as
Attorney-in-Fact
10/23/2014

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 29, 2014.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.50 to \$18.73 inclusive. The reporting person undertakes to provide to EverBank Financial Corp, any security holder of EverBank Financial Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.595 to \$18.83, inclusive. The reporting person undertakes to provide to EverBank Financial Corp, any security holder of EverBank Financial Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.595 to \$18.87, inclusive. The reporting person undertakes to provide to EverBank Financial Corp, any security holder of EverBank Financial Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.595 to \$18.87, inclusive. The reporting person undertakes to provide to EverBank Financial Corp, any security holder of EverBank Financial Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

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- (5) Includes 199,980 shares held by the reporting person's wife, Ann H. Clements, as custodian on behalf of three children.

The reporting person does not have any voting or dispositive power over and disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (7) The option, representing the right to purchase a total of 225,000 shares, became exercisable in four equal annual installments beginning on February 5, 2005.

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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