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TFS Financial CORP Form 3 September 02, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement TFS Financial CORP [TFSL] Motta Anna Maria P (Month/Day/Year) 09/01/2014 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 7007 BROADWAY AVENUE (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person CLEVELAND, OHÂ 44105 (give title below) (specify below) Form filed by More than One Chief Information Officer Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 16,484 Common Stock 10,581 I 401(K) (1) Common Stock Ι ESOP (1) 5,527 Common Stock 1,000 I By Mother (2) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

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

1. Title of Derivative Security 2. Date Exercisable and (Instr. 4) 2. Date Exercisable and Expiration Date 3. Title and Amount of Conversion Ownership Beneficial Ownership

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	(Month/Day/Year) Date Exercisable	Expiration Date	Derivative Sec (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (right to buy)	(3)	08/10/2018	Common Stock	50,000	\$ 11.74	D	Â
Employee Stock Option (right to buy)	(4)	12/19/2021	Common Stock	40,000	\$ 8.61	D	Â
Restricted Stock Units	(5)	(5)	Common Stock	20,000	\$ <u>(6)</u>	D	Â

Reporting Owners

Relationships					
Director	10% Owner	Officer	Other		
Â	Â	Chief Information Officer	Â		
		Director 10% Owner	Director 10% Owner Officer Chief		

Signatures

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

09/02/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Reflects transactions not required to be reported under Section 16 of the Securities Exchange Act, as amended.
- (2) Shares are owned by the reporting person's mother who resides in the same household. Reporting person has no pecuniary interest in the shares.
- (3) The reporting person received a grant of 50,000 stock options that vested in three equal annual installments beginning on August 11, 2011.
- (4) The reporting person received a grant of 40,000 stock options on December 19, 2011. These stock options vest on December 15, 2014.
- (5) On December 19, 2011, the reporting person received a grant of 20,000 Restricted Stock Units ("RSU's") that vest on December 15, 2014.
- Each restricted stock unit represents a contingent right to receive one share of TFS Financial Corporation common stock. Restricted stock
- (6) 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.

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.

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