

EverBank Financial Corp
 Form 4
 November 17, 2016

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 *
 Surface John S

(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)
 11/16/2016

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)
 Executive Vice President

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	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/16/2016		M		55,485	A	\$ 13.21
Common Stock, par value \$0.01 per share	11/16/2016		S		55,485	D	\$ 19.3181 (1)
Common Stock, par	11/16/2016		M		29,182	A	\$ 13.88
							258,541

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value
\$0.01 per
share

Common
Stock, par
value 11/16/2016
\$0.01 per
share

	S	29,182	D	\$	19.3181	229,359	D
					<u>(1)</u>		

Common
Stock, par
value 11/16/2016
\$0.01 per
share

	M	183,333	A	\$	15.88	412,692	D

Common
Stock, par
value 11/16/2016
\$0.01 per
share

	S	183,333	D	\$	19.3181	229,359	D
					<u>(1)</u>		

Common
Stock, par
value 11/16/2016
\$0.01 per
share

	M	23,240	A	\$	16.71	252,599	D

Common
Stock, par
value 11/16/2016
\$0.01 per
share

	S	23,240	D	\$	19.3181	229,359	D
					<u>(1)</u>		

Common
Stock, par
value 11/16/2016
\$0.01 per
share

	S	178,748	D	\$	19.3241	50,611	D
					<u>(2)</u>		

Common
Stock, par
value 11/17/2016
\$0.01 per
share

	S	35,252	D	\$	19.32	15,359	D

Common
Stock, par
value
\$0.01 per
share

						19,257	I

Held
through the
reporting
person's
relationship
with Surface
Investment
Partnership,
Ltd.

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 13.21	11/16/2016		M	55,485	07/21/2011 07/20/2018	Common Stock, par value \$0.01 per share	55,485	
Employee Stock Option (right to buy)	\$ 13.83	11/16/2016		M	29,182	02/27/2013 02/27/2022	Common Stock, par value \$0.01 per share	29,182	
Employee Stock Option (right to buy)	\$ 15.88	11/16/2016		M	183,333	07/21/2012 07/20/2018	Common Stock, par value \$0.01 per share	183,333	
Employee Stock Option (right to buy)	\$ 16.71	11/16/2016		M	23,240	03/06/2016 03/06/2023	Common Stock, par value \$0.01 per share	23,240	

Reporting Owners

Reporting Owner Name / Address	Relationships
Surface John S 501 RIVERSIDE AVENUE JACKSONVILLE, FL 32202	Director 10% Owner Officer Executive Vice President

Signatures

By: Jean-Marc Corredor as Attorney
in Fact

11/17/2016

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.31 to \$19.33, 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 \$19.32 to \$19.33, 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.

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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