

HENNING THOMAS EDWARD

Form 4

December 04, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HENNING THOMAS EDWARD

(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)

11/30/2018

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)

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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |                                         |                                                             | Code V                                  | Amount (D) Price                                                           | 4,520                                                                                                              | I                                                                       | Henning<br>Investments<br>LLC                                     |

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  
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SEC 1474  
(9-02)

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**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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                           |                                                             |
| Restricted Stock Units - 2015              | (1)                                                    |                                      |                                                    |                                |                                                                                         | (2)                                                      | (2)                                                           | Common Stock, par value \$0.01 per share 1,949              |
| Restricted Stock Units - 2016              | (1)                                                    |                                      |                                                    |                                |                                                                                         | (3)                                                      | (3)                                                           | Common Stock, par value \$0.01 per share 1,522              |
| Restricted Stock Units - 2017              | (1)                                                    |                                      |                                                    |                                |                                                                                         | (4)                                                      | (4)                                                           | Common Stock, par value \$0.01 per share 1,461              |
| Restricted Stock Units - 2018              | (1)                                                    | 11/30/2018                           |                                                    | A                              | 1,608                                                                                   | (5)                                                      | (5)                                                           | Common Stock, par value \$0.01 per share 1,608              |

## Reporting Owners

| Reporting Owner Name / Address                                                                             | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                            | Director      | 10% Owner | Officer | Other |
| HENNING THOMAS EDWARD<br>C/O GREAT WESTERN BANCORP, INC.<br>225 SOUTH MAIN AVENUE<br>SIOUX FALLS, SD 57104 | X             |           |         |       |

## Signatures

Donald J. Straka, as attorney-in-fact for Thomas Edward  
Henning

12/04/2018

\_\_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) 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.
- (2) The restricted stock units vested 100% on the grant date, December 4, 2015. The restricted stock units have no expiration date.
- (3) The restricted stock units vested 100% on the grant date, December 2, 2016. The restricted stock units have no expiration date.
- (4) The restricted stock units vested 100% on the grant date, December 1, 2017. The restricted stock units have no expiration date.
- (5) The restricted stock units vested 100% on the grant date, November 30, 2018. 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. 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.