

Karels Kenneth James
 Form 4
 December 06, 2018

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 *
 Karels Kenneth James

(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)

12/04/2018

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)
 President 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | | | | | 43,300 | I | Spouse |
| Common Stock, par value \$0.01 per share | 12/04/2018 | | M | | 3,791 | A | \$ 0 |
| Common Stock, par value \$0.01 per share | 12/04/2018 ⁽¹⁾ | | A | | 16,829 | A | \$ 0 |

per share

| | | | | | | | |
|---|---------------------------|---|-------|---|-------------|--------|---|
| Common Stock, par value \$0.01 per share | 12/04/2018 ⁽²⁾ | F | 1,493 | D | \$ 34.51 | 58,785 | D |
|---|---------------------------|---|-------|---|-------------|--------|---|

| | | | | | | | |
|---|---------------------------|---|-------|---|-------------|--------|---|
| Common Stock, par value \$0.01 per share | 12/04/2018 ⁽³⁾ | F | 6,623 | D | \$ 34.51 | 52,162 | D |
|---|---------------------------|---|-------|---|-------------|--------|---|

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

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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 (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. Pr Deri Secu (Instr | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units - 2015 | (4) | 12/04/2018 | | M | 3,791 | (5) (5) | Common Stock, par value \$0.01 per share | 3,791 | S |
| Restricted Stock Units - 2016 | (4) | | | | | (6) (6) | Common Stock, par value \$0.01 per share | 3,869 | |
| Restricted Stock Units - 2017 | (4) | | | | | (7) (7) | Common Stock, par value \$0.01 per share | 7,427 | |
| Restricted Stock | (4) | | | | | (8) (8) | Common Stock, par | 6,147 | |

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| | | | | |
|---|-----|------|------|---|
| Units (2017 STI) | | | | value \$0.01 per share |
| Restricted Stock Units - 2018 | (4) | (9) | (9) | Common Stock, par value 13,451 \$0.01 per share |
| Restricted Stock Units (2018 STI) | (4) | (10) | (10) | Common Stock, par value 14,468 \$0.01 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Karels Kenneth James C/O GREAT WESTERN BANCORP, INC. 225 SOUTH MAIN AVENUE SIOUX FALLS, SD 57104 | | | President and CEO | |

Signatures

Donald J. Straka, as attorney-in-fact for Kenneth James
Karels

12/06/2018

 **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) The vesting and issuance of performance stock units granted in December 2015 and based on the achievement of pre-established performance objectives over a three year period ended September 30, 2018.
- (2) The units representing these shares were surrendered to satisfy tax withholding obligations on the vesting of restricted stock unit awards.
- (3) The units representing these shares were surrendered to satisfy tax withholding obligations on the vesting of performance stock unit awards.
- (4) 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.
- (5) The restricted stock units vest in three annual equal installments beginning on December 4, 2016. The restricted stock units have no expiration date.
- (6) The restricted stock units vest in three annual equal installments beginning on December 2, 2017. The restricted stock units have no expiration date.
- (7) The restricted stock units vest in three equal installments beginning on December 1, 2018. The restricted stock units have no expiration date.
- (8) The restricted stock units vest in two annual equal installments beginning on December 1, 2018. The restricted stock units have no expiration date.

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- (9) The restricted stock units vest in three annual installments beginning on November 30, 2019. The restricted stock units have no expiration date.
- (10) The restricted stock units vest in two annual equal installments beginning on November 30, 2019. 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.