

KEARNEY THOMAS W
Form 4
November 20, 2012

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 *
KEARNEY THOMAS W

(Last) (First) (Middle)

500 DELAWARE AVENUE

(Street)

WILMINGTON, DE 19801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

WSFS FINANCIAL CORP [WSFS]

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

11/16/2012

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)

EVP

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/16/2012 | | M | 1,400 | A \$ 33.4 | 4,096 ⁽¹⁾ | D |
| Common Stock | 11/16/2012 | | S | 1,400 | D \$ 41.59 | 2,696 ⁽¹⁾ | D |
| Common Stock | | | | | | 2,781 | I 401-K |

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

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number.

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 33.4 | 11/16/2012 | | M | 1,400 | 12/19/2003 12/19/2012 | Common Stock | 1,400 | |
| Employee Stock Option (right to buy) | \$ 43.7 | | | | | 12/18/2004 12/18/2013 | Common Stock | 1,100 | |
| Employee Stock Option (right to buy) | \$ 58.75 | | | | | 12/16/2005 12/16/2014 | Common Stock | 1,500 | |
| Employee Stock Option (right to buy) | \$ 53.39 | | | | | 12/12/2008 12/12/2012 | Common Stock | 1,800 | |
| Employee Stock Option (right to buy) | \$ 23.28 | | | | | 02/25/2010 02/25/2014 | Common Stock | 2,058 | |
| Employee Stock Option (right to buy) | \$ 44.91 | | | | | 02/24/2012 02/24/2016 | Common Stock | 1,805 | |

| | | | | | |
|--|----------|------------|------------|-----------------|-------|
| Employee Stock Option (right to buy) | \$ 40.89 | 02/23/2013 | 02/23/2017 | Common Stock | 4,039 |
|--|----------|------------|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KEARNEY THOMAS W 500 DELAWARE AVENUE WILMINGTON, DE 19801 | | | EVP | |

Signatures

/s/ Thomas W.
Kearney

11/19/2012

**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) Includes 2,696 shares previously reported as indirectly held restricted stock. Such shares are held directly by the reporting person and subject to vesting as follows: with respect to 2,500 shares, 50% shall vest on January 3, 2013 and 25% shall vest on each of January 3, 2014 and January 3, 2015; with respect to 196 shares, 25% shall vest on each of February 23, 2013, February 23, 2014, February 23, 2015 and February 23, 2016.

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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