

GOUGH MICHAEL

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOUGH MICHAEL

(Last) (First) (Middle)

C/O GREAT WESTERN
BANCORP, INC., 225 S 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
X Officer (give title ____ Other (specify
below) below)

EVP and Chief Credit Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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) |
|---|---|---|---|---|--|--|---|
| Common Stock, par value \$0.01 per share | 12/02/2018 ⁽¹⁾ | | M | 147 A \$ 0 | 3,880 | D | |
| Common Stock, par value \$0.01 per share | 12/01/2018 ⁽²⁾ | | M | 344 A \$ 0 | 4,224 | D | |
| Common Stock, par value \$0.01 | 12/01/2018 ⁽³⁾ | | M | 671 A \$ 0 | 4,895 | D | |

per share

Common

Stock, par
value \$0.0112/03/2018⁽⁴⁾

F

286

D

\$
37.08 4,609

D

per share

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

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SEC 1474
(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) | 8. I De Sec (In |
|---|---|---|---|---|--|--|---|---|
| | | | | Code | V | (A) | (D) | |
| Restricted Stock Units - 2015 | <u>(5)</u> | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock, par value \$0.01 per share 163 |
| Restricted Stock Units - 2016 | <u>(5)</u> | 12/02/2018 | | M | | 147 | <u>(1)</u> <u>(1)</u> | Common Stock, par value \$0.01 per share 147 |
| Restricted Stock Units - 2017 | <u>(5)</u> | 12/01/2018 | | M | | 344 | <u>(2)</u> <u>(2)</u> | Common Stock, par value \$0.01 per share 344 |
| Restricted Stock Units (2017 STI) | <u>(5)</u> | 12/01/2018 | | M | | 671 | <u>(3)</u> <u>(3)</u> | Common Stock, par value \$0.01 per share 671 |
| | <u>(5)</u> | 11/30/2018 | | A | | 1,367 | <u>(7)</u> <u>(7)</u> | 1,367 |

| | | | | | | | | | |
|---|-----|------------|---|-----|-----|-----|--|--|-----|
| Restricted Stock Units - 2018 | | | | | | | | Common Stock, par value \$0.01 per share | |
| Restricted Stock Units (2018 STI) | (5) | 11/30/2018 | A | 812 | (8) | (8) | | Common Stock, par value \$0.01 per share | 812 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOUGH MICHAEL C/O GREAT WESTERN BANCORP, INC. 225 S MAIN AVENUE SIOUX FALLS, SD 57104 | | | EVP and Chief Credit Officer | |

Signatures

Donald J. Straka, as attorney-in-fact for Michael Gough
 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) The restricted stock units vest in three annual equal installments beginning on December 2, 2017. The restricted stock units have no expiration date.
 - (2) The restricted stock units vest in three equal installments beginning on December 1, 2018. The restricted stock units have no expiration date.
 - (3) The restricted stock units vest on December 1, 2018. The restricted stock units have no expiration date.
 - (4) The units representing these shares were surrendered to satisfy tax withholding obligations on the vesting of restricted stock unit awards.
 - (5) 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.
 - (6) The restricted stock units vest in three annual equal installments beginning on December 4, 2016. The restricted stock units have no expiration date.
 - (7) The restricted stock units vest in three annual installments beginning on November 30, 2019. The restricted stock units have no expiration date.
 - (8) The restricted stock units vest 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.