GOUGH MICHAEL
Form 4
December 04, 2018

FORM 4

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

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

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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).

(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 below) _____ Other (specify 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
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 $0.01 per share	12/03/2018[4]		F	286	D	$ 37.08	4,609	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 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. D Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units - 2015	[5]							[6]	[6]	Common Stock, par value $0.01 per share	163	
Restricted Stock Units - 2016	[5]	12/02/2018		M			147	[1]	[1]	Common Stock, par value $0.01 per share	147	
Restricted Stock Units - 2017	[5]	12/01/2018		M			344	[2]	[2]	Common Stock, par value $0.01 per share	344	
Restricted Stock Units (2017 STI)	[5]	12/01/2018		M			671	[3]	[3]	Common Stock, par value $0.01 per share	671	
	[5]	11/30/2018		A		1,367		[7]	[7]		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.
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