KNIERIEM KARLYN M
Form 4
October 18, 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 *
KNIERIEM KARLYN M

(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)
10/17/2018

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 Risk 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 | 10/17/2018 | | M | | 536 | A | $ 0 | 536 | D | |
| Common Stock, par value $0.01 per share | 10/18/2018(1) | | F | | 125 | D | $ 40.12 | 411 | D | |
| Common Stock, par value $0.01 | 10/18/2018(2) | | D | | 411 | D | $ 40.12 | 0 | 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. Price Derivat Securit (Instr. |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | (3) | 10/17/2018 | | M | | | 536 | (4) | (4) | Common Stock, par value $0.01 per share | 536 | $ 0 |
| Restricted Stock Units (2017 STI) | (3) | | | | | | | (5) | (5) | Common Stock, par value $0.01 per share | 117 | |
| Restricted Stock Units - 2017 | (3) | | | | | | | (6) | (6) | Common Stock, par value $0.01 per share | 243 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| KNIERIEM KARLYN M<br>C/O GREAT WESTERN BANCORP, INC.<br>225 S MAIN AVENUE | | | EVP and Chief Risk Officer | |

SIOUX FALLS, SD 57104

# Signatures

| | |
|---|---|
| Donald J. Straka, as attorney-in-fact for Karlyn M Knieriem | 10/18/2018 |
| **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 units representing these shares were surrendered to satisfy tax withholding obligations on the vesting of restricted stock unit awards.

**(2)** These shares were sold pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.

**(3)** 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.

**(4)** The restricted stock units vest on October 17, 2018. The restricted stock units have no expiration date.

**(5)** The restricted stock units vest on December 1, 2018. The restricted stock units have no expiration date.

**(6)** The restricted stock units vest in three equal installments beginning on December 1, 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.
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