

KNIERIEM KARLYN M  
Form 4  
December 04, 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 \*  
KNIERIEM KARLYN M

2. Issuer Name and Ticker or Trading Symbol  
Great Western Bancorp, Inc. [GWB]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O GREAT WESTERN BANCORP, INC., 225 S MAIN AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/30/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP and Chief Risk Officer

SIOUX FALLS, SD 57104

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01 per share	12/01/2018 <sup>(1)</sup>		M	80	A	\$ 0	80	D
Common Stock, par value \$0.01 per share	12/01/2018 <sup>(2)</sup>		M	117	A	\$ 0	197	D
	12/03/2018 <sup>(3)</sup>		F	47	D	\$ 37.08	150	D

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

12/03/2018<sup>(4)</sup>

S 150 D \$ 34.615 0 D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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. Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units - 2017	(5)	12/01/2018		M	80	(1) (1)	Common Stock, par value \$0.01 per share	80
Restricted Stock Units (2017 STI)	(5)	12/01/2018		M	117	(2) (2)	Common Stock, par value \$0.01 per share	117
Restricted Stock Units - 2018	(5)	11/30/2018		A	1,367	(6) (6)	Common Stock, par value \$0.01 per share	1,367
Restricted	(5)	11/30/2018		A	789	(7) (7)	Common	789

Stock  
Units  
(2018  
STI)

Stock, par  
value  
\$0.01 per  
share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNIERIEM KARLYN M C/O GREAT WESTERN BANCORP, INC. 225 S MAIN AVENUE SIOUX FALLS, SD 57104			EVP and Chief Risk Officer	

## Signatures

Donald J. Straka, as attorney-in-fact for Karlyn M Knieriem	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 equal installments beginning on December 1, 2018. The restricted stock units have no expiration date.
- (2) The restricted stock units vest on December 1, 2018. The restricted stock units have no expiration date.
- (3) The units representing these shares were surrendered to satisfy tax withholding obligations on the vesting of restricted stock unit awards.
- (4) These shares were sold pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.
- (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 installments beginning on November 30, 2019. The restricted stock units have no expiration date.
- (7) 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.