Great Western Bancorp, Inc.

Form 4

December 06, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per 0.5

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response...

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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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HENNING THOMAS EDWARD Issuer Symbol Great Western Bancorp, Inc. [GWB] (First) (Middle) (Last)

(Check all applicable)

BANCORP, INC., 225 SOUTH

(Zip)

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

12/02/2016

X_ Director 10% Owner Officer (give title Other (specify below)

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SIOUX FALLS, SD 57104

C/O GREAT WESTERN

MAIN AVENUE

(City)

					•		ŭ
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Ownership	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	(D) or	Ownership
					Following	Indirect (I)	(Instr. 4)
				(A)	Reported	(Instr. 4)	
				(A)	TC (()		

Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Common

Stock, par Henning value 4,520 I Investments \$0.01 per LLC

share

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. Transactic Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units - 2015	(1)					<u>(2)</u>	(2)	Common Stock, par value \$0.01 per share	1,949	
Restricted Stock Units - 2016	<u>(I)</u>	12/02/2016		A	1,522	(3)	<u>(3)</u>	Common Stock, par value \$0.01 per share	1,522	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HENNING THOMAS EDWARD C/O GREAT WESTERN BANCORP, INC. 225 SOUTH MAIN AVENUE SIOUX FALLS, SD 57104

X

Signatures

Donald J. Straka, as attorney-in-fact for Thomas Edward
Henning
12/06/2016

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**Signature of Reporting Person

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 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.
- (2) The restricted stock units vest 100% on the grant date, December 4, 2015. The restricted stock units have no expiration date.
- (3) The restricted stock units vest 100% on the grant date, December 2, 2016. The restricted stock units have no expiration date.

Reporting Owners 2

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