

Karels Kenneth James
 Form 4
 October 03, 2017

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 *
 Karels Kenneth James

(Last) (First) (Middle)

C/O GREAT WESTERN BANCORP, INC., 225 SOUTH 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)

10/02/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | | | | (A) | 43,300 | I | Spouse |
| Common Stock, par value \$0.01 per share | 10/02/2017 ⁽¹⁾ | | A | 70,167 | A \$ 0 | 85,993 | D |
| | 10/02/2017 ⁽²⁾ | | A | 26,242 | A \$ 0 | 112,235 | D |

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

10/03/2017⁽³⁾

S

26,758

D

\$
40.2245

85,477

D

10/03/2017⁽⁴⁾

S

11,347

D

\$ 40.228

74,130

D

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

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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. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units - 2014 | (5) | | | | | (6) | (6) | Common Stock, par value \$0.01 per share | 6,205 |
| Restricted Stock Units (2015 STI) | (5) | | | | | (7) | (7) | Common Stock, par value \$0.01 per share | 6,501 |

| | | | | | |
|-----------------------------------|-----|------|------|--|--------|
| Restricted Stock Units - 2015 | (5) | (8) | (8) | Common Stock, par value \$0.01 per share | 7,581 |
| Restricted Stock Units (2016 STI) | (5) | (9) | (9) | Common Stock, par value \$0.01 per share | 13,631 |
| Restricted Stock Units - 2016 | (5) | (10) | (10) | Common Stock, par value \$0.01 per share | 11,603 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Karels Kenneth James C/O GREAT WESTERN BANCORP, INC. 225 SOUTH MAIN AVENUE SIOUX FALLS, SD 57104 | | | President and CEO | |

Signatures

| | |
|---|------------|
| Donald J. Straka, as attorney-in-fact for Kenneth James Karels | 10/03/2017 |
| **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 vesting and issuance of performance stock units granted in conjunction with the initial public offering in October 2014 and based on the achievement of pre-established performance objectives over a three-year performance period ended September 30, 2017.
- (2) The vesting and issuance of performance stock units granted in October 2014 and based on the achievement of pre-established performance objectives over a three year period ended September 30, 2017.
- (3) These shares were sold pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 to satisfy tax obligations on the vesting of performance 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 to satisfy tax 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 October 20, 2015. The restricted stock units have no expiration date.
- (7)

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The restricted stock units vest in two annual equal installments beginning on December 4, 2016. The restricted stock units have no expiration date.

- (8) The restricted stock units vest in three annual equal installments beginning on December 4, 2016. The restricted stock units have no expiration date.
- (9) The restricted stock units vest in two annual equal installments beginning on December 2, 2017. The restricted stock units have no expiration date.
- (10) The restricted stock units vest in three annual equal installments beginning on December 2, 2017. 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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