Karels Kenneth James Form 4 August 23, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

value \$0.01 per share

(Print or Type Responses)

Karels Kenneth James

1. Name and Address of Reporting Person *

			Great Western Bancorp, Inc. [GWB]				GWB]	(Check all applicable)			
(Last) (First) (Middle) C/O GREAT WESTERN BANCORP, INC., 225 SOUTH MAIN AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 08/23/2018					Director 10% Owner Selection Other (specify below) below) President and CEO			
(Street) 4. If				ndment, Da nth/Day/Year	_	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SIOUX FAL						Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - Non-E	Perivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	er) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, par value \$0.01 per share	08/23/2018(1)			S	5,000	D	\$ 43.86	30,373	D		
Common Stock, par								43,300	I	Spouse	

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and 4	Securities	8. Price of Derivativ Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units - 2015	<u>(2)</u>					(3)	(3)	Common Stock, par value \$0.01 per share	3,791	
Restricted Stock Units - 2016	<u>(2)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock, par value \$0.01 per share	7,736	
Restricted Stock Units - 2017	<u>(2)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock, par value \$0.01 per share	11,140	
Restricted Stock Units (2016 STI)	(2)					<u>(6)</u>	<u>(6)</u>	Common Stock, par value \$0.01 per share	6,816	
Restricted Stock Units (2017 STI)	<u>(2)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock, par value \$0.01 per share	12,294	

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

08/23/2018

**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) These shares were sold pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.
- (2) 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.
- The restricted stock units vest in three annual equal installments beginning on December 4, 2016. The restricted stock units have no expiration date.
- (4) The restricted stock units vest in three annual equal installments beginning on December 2, 2017. The restricted stock units have no expiration date.
- (5) The restricted stock units vest in three equal installments beginning on December 1, 2018. The restricted stock units have no expiration date
- (6) The restricted stock units vest in two annual equal installments beginning on December 2, 2017. The restricted stock units have no expiration date.
- (7) The restricted stock units vest in two annual 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. 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.

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