

HARLEYSVILLE SAVINGS FINANCIAL CORP
 Form 4
 December 07, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 * MCGILL BRENDAN J | | | 2. Issuer Name and Ticker or Trading Symbol HARLEYSVILLE SAVINGS FINANCIAL CORP [HARL] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/05/2012 | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Executive Vice President / Chief Financial Officer |
| 27 MARSHWOOD DRIVE | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (Street) | COLLEGEVILLE, PA 19426 | | | |
| (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common | 12/05/2012 | | M | | 3,667 | A | \$ 13.13 |
| Common | 12/05/2012 | | S | | 3,667 | D | \$ 16.98 |
| Common | | | | | | | 3,610 |
| Common | | | | | | | 7,830 |
| Common | | | | | | | 2,666 |
| | | | | | | | IRA for Individual |
| | | | | | | | By 401(k) plan |
| | | | | | | | IRA for Spouse |

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option Grant | \$ 13.13 | 12/05/2012 | | M | 3,667 | 01/01/2004 01/01/2013 | Common Stock | 3,667 |
| Stock Option Grant | \$ 17.16 | | | | | 01/01/2005 01/01/2014 | Common Stock | 4,000 |
| Stock Option Grant | \$ 17.79 | | | | | 01/01/2006 01/01/2015 | Common Stock | 4,000 |
| Stock Option Grant | \$ 18 | | | | | 01/01/2011 01/01/2016 | Common Stock | 3,000 |
| Stock Option Grant | \$ 17.68 | | | | | 01/01/2012 01/01/2017 | Common Stock | 10,000 |
| Stock Option Grant | \$ 12.5 | | | | | 01/01/2013 01/03/2018 | Common Stock | 10,761 |
| Stock Option Grant | \$ 12.6 | | | | | 01/02/2014 11/11/2018 | Common Stock | 10,962 |
| Stock Option Grant | \$ 13.05 | | | | | 01/03/2015 11/20/2019 | Common Stock | 10,303 |
| Stock Option | \$ 15.15 | | | | | 01/03/2016 11/12/2020 | Common Stock | 5,136 |

Grant

Stock

Option \$ 14.84

Grant

01/03/2017 11/03/2021 Common Stock 6,249

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------------------------|
| | Director | 10% Owner | Officer | Other |
| MCGILL BRENDAN J 27 MARSHWOOD DRIVE COLLEGEVILLE, PA 19426 | | | Executive Vice President | Chief Financial Officer |

Signatures

Brendan J. 12/06/2012
McGill

**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).

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.