

Grieb Frances Pallas
 Form 4
 December 04, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Grieb Frances Pallas

(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)

11/30/2018

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)

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units - 2014	(1)						(2)	(2)	Common Stock, par value \$0.01 per share	3,333
Restricted Stock Units - 2015	(1)						(3)	(3)	Common Stock, par value \$0.01 per share	1,949
Restricted Stock Units - 2016	(1)						(4)	(4)	Common Stock, par value \$0.01 per share	1,522
Performance Stock Units - IPO	(1)						(5)	(5)	Common Stock, par value \$0.01 per share	2,806
Restricted Stock Units - 2017	(1)						(6)	(6)	Common Stock, par value \$0.01 per share	1,461
Restricted Stock Units - 2018	(1)	11/30/2018	A		1,608		(7)	(7)	Common Stock, par value \$0.01 per share	1,608

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Grieb Frances Pallas
C/O GREAT WESTERN BANCORP, INC. X
225 SOUTH MAIN AVENUE
SIOUX FALLS, SD 57104

Signatures

Donald J Straka, as attorney-in-fact for Francis Pallas
Grieb 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) 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 vested 100% on the grant date, October 20, 2014. The restricted stock units have no expiration date.
- (3) The restricted stock units vested 100% on the grant date, December 4, 2015. The restricted stock units have no expiration date.
- (4) The vesting and issuance of performance stock units granted in December 2016 and based on the achievement of pre-established performance objectives over a three year period ended September 30, 2019.
- (5) The vesting 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. The performance stock units have no expiration date.
- (6) The restricted stock units vested 100% on the grant date, December 1, 2017. The restricted stock units have no expiration date.
- (7) The restricted stock units vested 100% on the grant date, November 30, 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.