

JOHNSON ROBERT LEE /GA/
Form 4
September 13, 2012

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 *
JOHNSON ROBERT LEE /GA/

2. Issuer Name and Ticker or Trading Symbol
CHARTER FINANCIAL CORP/GA [CHFN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1233 O.G. SKINNER DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/12/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

WEST POINT, GA 31833

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Stock	09/12/2012		S	827 D \$ 9.83	96,456 ⁽⁴⁾	D	
Common Stock	09/12/2012		S	192 D \$ 9.8	96,264 ⁽⁴⁾	D	
Common Stock	09/12/2012		S	700 D \$ 9.79	95,564 ⁽⁴⁾	D	
Common Stock	09/12/2012		S	3,751 D \$ 9.75	91,813 ⁽⁴⁾	D	
Common Stock					2,500	I	By Spouse's IRA

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Common Stock	8,126	I	As Custodian for Child
Common Stock	22,578	I	By IRA
Common Stock	12,706 ⁽⁴⁾	I	By ESOP
Common Stock	5,191 ⁽⁴⁾	I	By Stock Award ⁽¹⁾
Common Stock	7,865	I	By 401(k)

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 or Amount of Derivative Security (Instr. 3)
Stock Option	\$ 11					01/27/2014 01/27/2019	Common Stock	74,000 ⁽²⁾
Stock Option	\$ 10.2					06/22/2015 06/22/2020	Common Stock	50,000 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON ROBERT LEE /GA/ 1233 O.G. SKINNER DRIVE	X		President and CEO	

WEST POINT, GA 31833

Signatures

/s/ Robert L.

Johnson

09/13/2012

__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) Shares granted to the reporting person under the Charter Financial Corporation 2001 Recognition and Retention Plan. 5,191 restricted stock awards will vest on July 27, 2013.
- (2) Options granted under the 2001 Charter Financial Corporation Stock Option Plan, which vest in five equal annual installments commencing on January 27, 2014.
- (3) Options granted under the 2001 Charter Financial Corporation Stock Option , of which 1,000 options vest in 2013, and the remaining options vest in 5 equal annual installments commencing on June 22, 2015.
- (4) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

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.