

Charter Financial Corp
 Form 4
 December 18, 2013

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 *
 JOHNSON ROBERT LEE /GA/

(Last) (First) (Middle)

1233 O.G. SKINNER DRIVE

(Street)

WEST POINT, GA 31833

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Charter Financial Corp [CHFNF]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/16/2013

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	12/16/2013		A	(A) Amount 114,315 ⁽¹⁾	\$ 0 114,315	I	By Stock Award II ⁽¹⁾
Common Stock					130,972 ⁽²⁾	D	
Common Stock					3,117	I	By Spouse's IRA
Common Stock					11,253	I	As Custodian for Children

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Common Stock	28,156	I	By IRA
Common Stock	15,845	I	By ESOP
Common Stock	0 ⁽²⁾	I	By Stock Award I ⁽³⁾
Common Stock	9,808	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options	\$ 10.89	12/16/2013		A	285,789 ⁽⁴⁾	12/16/2014	12/15/2023	Common Stock	285,789 ⁽⁴⁾
Stock Options	\$ 8.8205					01/27/2014	01/27/2019	Common Stock	92,285 ⁽⁵⁾
Stock Options	\$ 8.179					06/22/2013	06/22/2020	Common Stock	62,352 ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON ROBERT LEE /GA/ 1233 O.G. SKINNER DRIVE WEST POINT, GA 31833	X		President and CEO	

Signatures

/s/ Benjamin M. Azoff, pursuant to power of attorney

12/18/2013

__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 of restricted stock granted pursuant to the Charter Financial Corporation 2013 Equity Incentive Plan vest at a rate of 20% per year commencing on December 16, 2014.
- (2) Since the reporting person's last beneficial ownership report, 6,473 shares previously held through stock awards have vested and are now owned directly.
- (3) Shares of restricted stock granted to the reporting person pursuant to the Charter Financial Corporation 2001 Recognition and Retention Plan. Restricted stock awards will vest on July 27, 2013.
- (4) Stock Options granted pursuant to the Charter Financial Corporation 2013 Equity Incentive Plan vest at a rate of 20% per year commencing on December 16, 2014.
- (5) Stock Options granted pursuant to the 2001 Charter Financial Corporation Stock Option Plan vest in five equal annual installments commencing on January 27, 2014.
- (6) Stock Options granted pursuant to the 2001 Charter Financial Corporation Stock Option Plan, of which 1,247 options vest in 2013, and the remaining options vest in five equal annual installments commencing on June 22, 2015.

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.