

MAZARAKIS S JAMES

Form 4

February 27, 2012

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MAZARAKIS S JAMES

(Last) (First) (Middle)

C/O WSFS FINANCIAL CORP, 500
DELAWARE AVENUE

(Street)

WILMINGTON, DE 19801

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WSFS FINANCIAL CORP [WSFS]

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

02/23/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	02/23/2012		A ⁽¹⁾	V Amount (A) or (D) Price 1,492 A \$ 40.89	7,001	I	Restricted
Common Stock	02/23/2012		A ⁽²⁾	357 A \$ 40.89	7,358	I	Restricted
Common Stock	02/24/2012		J ⁽³⁾	73 D \$ 39.56	7,285	I	Restricted
Common Stock	02/24/2012		J ⁽³⁾	73 A \$ 39.56	1,173	D	
Common Stock	02/24/2012		F	27 D \$ 39.56	1,146	D	

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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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MAZARAKIS S JAMES C/O WSFS FINANCIAL CORP 500 DELAWARE AVENUE WILMINGTON, DE 19801	Executive Vice President

Signatures

/s/ S. James Mazarakis, By: Robert F. Mack, Power of Attorney

02/27/2012

__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).

The restricted stock shall not become transferable any earlier than as permitted under the following schedule (except as necessary to reflect a merger or acquisition of the Company): (i) 25% of the shares at the time of repayment of 25% of the aggregate financial assistance (the "financial assistance") received by the Company under the Emergency Economic Stabilization Act of 2008 ("EESA") as

(1) amended by the American Recovery and Reinvestment Act of 2009; (ii) an additional 25% of the shares (50% in the aggregate) at the time of repayment of 50% of the aggregate financial assistance; (iii) an additional 25% of the shares (75% in the aggregate) at the time of repayment of 75% of the aggregate financial assistance and (iv) the remainder of the shares granted at the time of repayment of 100% of the financial assistance.

(2) 25% will vest after year 1 25% will vest after year 2 25% will vest after year 3 25% will vest after year 4

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(3) Transaction reflects change in ownership only from indirect to direct as a result of vesting of restricted award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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