

EverBank Financial Corp
 Form 4
 November 15, 2016

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 *
 Surface John S

(Last) (First) (Middle)

501 RIVERSIDE AVENUE

(Street)

JACKSONVILLE, FL 32202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 EverBank Financial Corp [EVER]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/11/2016

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)

Executive Vice President

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 11/11/2016 | | M | | 79,377 | A | \$ 8.55 |
| | | | | | 308,736 | D | |
| Common Stock, par value \$0.01 per share | 11/11/2016 | | S | | 79,377 | D | \$ 19.33 |
| | | | | | 229,359 | D | |
| Common Stock, par | 11/14/2016 | | M | | 28,179 | A | \$ 8.55 |
| | | | | | 257,498 | D | |

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value
\$0.01 per
share

Common
Stock, par
value 11/14/2016
\$0.01 per
share

| | | | | | | |
|---|--------|---|-----|---------|---------|---|
| S | 28,179 | D | \$ | 19.3379 | 229,359 | D |
| | | | (1) | | | |

Common
Stock, par
value 11/15/2016
\$0.01 per
share

| | | | | | | |
|---|---------|---|-----|---------|---------|---|
| M | 300,000 | A | \$ | 11.5459 | 529,359 | D |
| | | | (2) | | | |

Common
Stock, par
value 11/15/2016
\$0.01 per
share

| | | | | | | |
|---|---------|---|-----|---------|---------|---|
| S | 300,000 | D | \$ | 19.3045 | 229,359 | D |
| | | | (3) | | | |

Common
Stock, par
value 11/15/2016
\$0.01 per
share

| | | | | | | |
|---|--------|---|----|-------|---------|---|
| M | 13,666 | A | \$ | 13.21 | 243,025 | D |
|---|--------|---|----|-------|---------|---|

Common
Stock, par
value 11/15/2016
\$0.01 per
share

| | | | | | | |
|---|--------|---|-----|---------|---------|---|
| S | 13,666 | D | \$ | 19.3303 | 229,359 | D |
| | | | (4) | | | |

Common
Stock, par
value
\$0.01 per
share

19,257 I

Held
through the
reporting
person's
relationship
with Surface
Investment
Partnership,
Ltd.

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)**

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| 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 Shares |
| Employee Stock Option (right to buy) | \$ 8.55 | 11/11/2016 | | M | 79,377 | 07/21/2010 | 07/20/2018 | Common Stock, par value \$0.01 per share | 110,000 |
| Employee Stock Option (right to buy) | \$ 8.55 | 11/14/2016 | | M | 28,179 | 07/21/2010 | 07/20/2018 | Common Stock, par value \$0.01 per share | 30,600 |
| Employee Stock Option (right to buy) | \$ 8.55 | 11/15/2016 | | M | 2,484 | 07/21/2010 | 07/20/2018 | Common Stock, par value \$0.01 per share | 2,484 |
| Employee Stock Option (right to buy) | \$ 10.55 | 11/15/2016 | | M | 183,333 | 07/21/2011 | 07/20/2018 | Common Stock, par value \$0.01 per share | 183,333 |
| Employee Stock Option (right to buy) | \$ 13.21 | 11/15/2016 | | M | 114,183 | 07/21/2012 | 07/20/2018 | Common Stock, par value \$0.01 per share | 146,600 |
| Employee Stock Option (right to buy) | \$ 13.21 | 11/15/2016 | | M | 13,666 | 07/21/2012 | 07/20/2018 | Common Stock, par value \$0.01 per share | 32,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| Surface John S 501 RIVERSIDE AVENUE | Director 10% Owner Officer Executive Vice President |

JACKSONVILLE, FL 32202

Signatures

By: Jean-Marc Corredor as Attorney
in Fact

11/15/2016

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.33 to \$19.36, inclusive. The reporting person undertakes to provide to EverBank Financial Corp, any security holder of EverBank Financial Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(2) The exercise price reported in Column 4 is a weighted average price. These shares were exercised from multiple option grants at prices ranging from \$8.55, 10.55 and \$13.21.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.30 to \$19.33, inclusive. The reporting person undertakes to provide to EverBank Financial Corp, any security holder of EverBank Financial Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.33 to \$19.335, inclusive. The reporting person undertakes to provide to EverBank Financial Corp, any security holder of EverBank Financial Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

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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