

Wilson William Blake  
 Form 4  
 February 07, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
**Wilson William Blake**

(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)  
**02/05/2013**

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 COO**

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, par value \$0.01 per share | 02/05/2013                           |  | M                              | 15,000 A  | \$ 8.55 400,705   | D  |   |
| Common Stock, par value \$0.01 per share | 02/05/2013                           |  | S <sup>(1)</sup>               | 15,000 D  | \$ 14.1531 385,705  | D  |   |
| Common Stock, par value \$0.01 per share | 02/06/2013                           |  | M                              | 15,000 A  | \$ 8.55 400,705   | D  |   |

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|  |            |                  |        |   |                             |         |   |   |
|--|------------|------------------|--------|---|-----------------------------|---------|---|---|
| value<br>\$0.01 per<br>share                         |            |                  |        |   |                             |         |   |   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 02/06/2013 | S <sup>(1)</sup> | 15,000 | D | \$<br>14.3646<br><u>(3)</u> | 385,705 | D |   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |                  |        |   |                             | 10,977  | I | Wilson<br>Family<br>Irrevocable<br>Trust  |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |                  |        |   |                             | 65,875  | I | As Trustee<br>of the W.<br>Blake<br>Wilson<br>5-Year<br>Grantor<br>Retained<br>Annuity<br>Trust         |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |                  |        |   |                             | 49,090  | I | As Trustee<br>of the W.<br>Blake<br>Wilson<br>2012<br>2-Year<br>Grantor<br>Retained<br>Annuity<br>Trust |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4, | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|
|---|--|---|---|--------------------------------------|--|--|---|

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and 5)

|                                    | Code | V       | (A)        | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|------------------------------------|------|---------|------------|-----|------------------|-----------------|--------------|----------------------------|
| Common Stock Option (right to buy) |      |         |            |     | 07/21/2009       | 07/20/2013      | Common Stock | 15,000                     |
|                                    |      | \$ 8.55 | 02/05/2013 | M   |                  |                 |              |                            |
| Common Stock Option (right to buy) |      |         |            |     | 07/21/2009       | 07/20/2013      | Common Stock | 15,000                     |
|                                    |      | \$ 8.55 | 02/06/2013 | M   |                  |                 |              |                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Wilson William Blake<br>501 RIVERSIDE AVENUE<br>JACKSONVILLE, FL 32202 | X             |           | President and COO |       |

## Signatures

By: Jean-Marc Corredor as Attorney-in-fact 02/07/2013

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2012.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.05 to 14.23, 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.075 to 14.44, 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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