

Clements Robert M  
 Form 4  
 March 07, 2013

**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 \*  
 Clements Robert M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 501 RIVERSIDE AVENUE

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/05/2013

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

(Street)  
 JACKSONVILLE, FL 32202

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 Indirect Beneficial Ownership (Instr. 4) |           |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |           |   |
| Common Stock, par value \$0.01 per share | 03/05/2013                           |  | M                              |   | 91,000  | A  | \$ 8.55   | 2,496,857 | D |
| Common Stock, par value \$0.01 per share | 03/05/2013                           |  | S <sup>(1)</sup>               |   | 91,000  | D  | \$ 16   | 2,405,857 | D |
| Common Stock, par value \$0.01 per share | 03/06/2013                           |  | J <sup>(2)</sup>               |   | 1,638   | A  | \$ 0  | 2,407,495 | D |

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|  |   |  |
|--|---|--|
| Common Stock, par value \$0.01 per share | 996,675 <sup>(3)</sup> <sup>(4)</sup> I | By wife, Ann H. Clements                     |
| Common Stock, par value \$0.01 per share | 70,404 I                                | As custodian on behalf of his three children |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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 or Number of Shares                              |
| Employee Stock Option (right to buy)       | \$ 8.55  | 02/28/2013                           |  | M                              | 91,000  | 07/21/2009 07/21/2013                                    | Common Stock, par value \$0.01 per share 91,000               |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Clements Robert M<br>501 RIVERSIDE AVENUE<br>JACKSONVILLE, FL 32202 | X             |           | Chairman and CEO |       |

## Signatures

by: Jean-Marc Corredor as Attorney-in-Fact 03/07/2013

\_\_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) Pro rata distribution from Arena Capital Investment Fund, L.P.("Arena") to its partners. The reporting person is a limited partner of Arena.
- (3) Includes 199,980 shares held by the reporting person's wife, Ann H. Clements, as custodian on behalf of three children.

The reporting person does not have any voting or dispositive power over and disclaims beneficial ownership of these securities, and this

- (4) report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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.