

Anchor Bancorp
Form 4/A
December 21, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Degner Terri L

(Last) (First) (Middle)

601 WOODLAND SQUARE LOOP
SE

(Street)

LACEY, WA 98503

(City) (State) (Zip)

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

Anchor Bancorp [ANCB]

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

12/08/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/10/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Executive VP, CFO & Treasurer

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$.01 per share <u>(1)</u>	12/08/2015		A		32,000	A	\$ 25.75	32,000	D <u>(2)</u>
Common Stock, par value \$.01 per share	12/08/2015		F <u>(3)</u>		4,500	D	\$ 25.75	27,500	D <u>(4)</u>
Common Stock, par value \$.01								10,000	D <u>(5)</u>

per share

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
Degner Terri L 601 WOODLAND SQUARE LOOP SE LACEY, WA 98503	X		Executive VP, CFO & Treasurer	

Signatures

/s/Terri L.
Degner 12/18/2015

**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) This Form 4/A amends and restates the original Form 4 filed on December 10, 2015 to report the withholding of immediately vested shares to pay state and federal tax authorities.

- Reflects the award of restricted stock under the 2015 Equity Incentive Plan, which vest in equal installments over a period of three years
- (2) with one-third, or 10,667 shares, vesting immediately and the remaining shares vesting in equal installments on July 1, 2016 and July 1, 2017.

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- (3) Reflects the vesting of 10,667 shares of restricted stock of which 4,500 shares were withheld at the election of the Reporting Person for Issuer to pay the value of the vested shares to state and federal tax authorities for Reporting Person's account.
- (4) Reflects the remaining shares of restricted stock awarded to the Reporting Person under the 2015 Equity Incentive Plan.
- (5) Shares held jointly with spouse.

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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