

SCHOENHALS MARVIN N
 Form 4/A
 December 22, 2009

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 *
 SCHOENHALS MARVIN N

2. Issuer Name and Ticker or Trading Symbol
 WSFS FINANCIAL CORP [WSFS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O WSFS FINANCIAL CORP, 500
 DELAWARE AVENUE

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/25/2009

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

(Street)
 WILMINGTON, DE 19801

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/27/2009

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock <u>(2)</u> | 02/25/2009 | | A | 8,653 A \$ 23.28 | 8,653 | I | Restricted |
| Common Stock <u>(1) (2)</u> | 02/25/2009 | | A | 1,692 A \$ 23.28 | 10,345 | I | Restricted |

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 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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| SCHOENHALS MARVIN N C/O WSFS FINANCIAL CORP 500 DELAWARE AVENUE WILMINGTON, DE 19801 | | X | | |

Signatures

/s/Marvin N. Schoenhals, By Robert Mack, Power of Attorney 12/18/2009

**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) Number of shares subject to award was incorrectly reported in initial filing.

This is being filed to reflect additional limitations on vesting applicable to the previously-reported award due to Interim Final Regulations issued by the U.S. Department of Treasury under Section 111 of the EESA as amended by the ARRA. 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

(2) the Company): (i) 25% of the shares at the time of repayment of 25% of the aggregate financial assistance received by the Company under EESA (the financial assistance); (ii) an additional 25% of the shares (50% total) at the time of repayment of 50% of the aggregate financial assistance; (iii) an additional 25% of the shares (75% total) at the time of repayment of 75% of the financial assistance and (iv) the remainder at the time of repayment of 100% of the financial assistance.

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.