

Jackson Rick C
Form 4
May 17, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jackson Rick C

2. Issuer Name **and** Ticker or Trading
Symbol
Capitol Federal Financial Inc
[CFFN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
CAPITOL FEDERAL
FINANCIAL, 700 SOUTH
KANSAS AVENUE, SUITE 517
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2012

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive Vice President

TOPEKA, KS 66603

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
CFFN common stock	05/16/2012		A		17,000	A	<u>11</u> 82,753
CFFN common stock							29,495
						I	ESOP

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

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SEC 1474
(9-02)

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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
CFFN Incentive Stock Option May, 2012	\$ 11.91	05/16/2012		A		33,584		<u>(2)</u>	05/14/2022	CFFN common stock	33,584
CFFN Non-qualified Stock Option May, 2012	\$ 11.91	05/16/2012		A		17,416		<u>(3)</u>	05/14/2027	CFFN common stock	17,416
CFFN Incentive Stock Option	\$ 14.43							<u>(4)</u>	01/26/2020	CFFN common stock	34,600
CFFN Non-qualified Stock Option	\$ 14.43							<u>(4)</u>	01/26/2025	CFFN common stock	55,900
CFFN Phantom Stock 2010	\$ 13.9							<u>(5)</u>	12/31/2012	CFFN common stock	249,000
CFFN Phantom stock 2011	\$ 11.91							<u>(5)</u>	12/31/2013	CFFN common stock	2,540,000
CFFN Phantom stock 2012	\$ 11.54							<u>(5)</u>	12/31/2014	CFFN common stock	3,340,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Jackson Rick C	Executive Vice President

CAPITOL FEDERAL FINANCIAL
700 SOUTH KANSAS AVENUE, SUITE 517
TOPEKA, KS 66603

Signatures

James D. Wempe, Power of
Attorney

05/17/2012

__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) Restricted stock award
- (2) 8,396 shares vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.
- (3) 4,354 shares vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.
- (4) Options vested or will vest on January 26, 2010, January 26, 2011, January 26, 2012, January 26, 2013 and January 26, 2014.
- (5) Phantom stock units were acquired under the Company's Deferred Incentive Bonus Plan. The units are deemed sold and settled in cash approximately three years from date of acquisition.

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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