Capitol Federal Financial Inc Form 4

January 05, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

2. Issuer Name and Ticker or Trading

Capitol Federal Financial Inc

30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

Jackson Rick C

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obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person *

(Check all applicable) [CFFN] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) **CAPITOL FEDERAL** 12/31/2014 Executive Vice President FINANCIAL, 700 SOUTH KANSAS AVENUE, SUITE 517 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **TOPEKA, KS 66603** (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Transaction(A) or Disposed of (D) Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price **CFFN** \$ common 12/31/2014 M 3,347 Α 11.54 86,100 D (1) stock \$ **CFFN** 12/31/2014 D 3,347 D 12.78 82,753 D common (1) stock **CFFN** common 43,404 Ι **ESOP** stock

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

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Number:

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response...

5. Relationship of Reporting Person(s) to

Issuer

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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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
CFFN phantom stock 2012	\$ 11.54	12/31/2014		M		3,347 (1)	12/31/2014	12/31/2014	CFFN common stock	3
CFFN phantom stock 2013	\$ 11.69						12/31/2015	12/31/2015	CFFN common stock	4
CFFN phantom stock 2014	\$ 12.11						12/31/2016	12/31/2016	CFFN common stock	2
CFFN phantom stock 2015	\$ 12.78	12/31/2014		A	3,230		12/31/2017	12/31/2017	CFFN common stock	3
CFFN incentive stock option	\$ 11.91						(3)	05/14/2022	CFFN common stock	33
CFFN non-qualified stock option	\$ 11.91						<u>(4)</u>	05/14/2027	CFFN common stock	17
CFFN incentive stock option	\$ 14.43						(5)	01/26/2020	CFFN common stock	34
CFFN non-qualified stock option	\$ 14.43						(5)	01/26/2025	CFFN common stock	55

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Executive Vice President

Signatures

James D. Wempe, Power of Attorney

01/05/2015

**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).
- Transaction reflects the deemed conversion of phantom stock units previously acquired under the Issuer's Deferred Incentive Bonus Plan
- (1) into the underlying shares of common stock and the deemed simultaneous disposition of such shares in connection with the cash settlement of such phantom stock units.
- (2) Phantom stock units were acquired under the Issuer's Deferred Incentive Bonus Plan and are settled in cash three years from the date of acquisition.
- (3) 8,396 options vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.
- (4) 4,354 options vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.
- (5) Options are exercisable.

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.

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