

Capitol Federal Financial Inc
 Form 4
 January 04, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
TOWNSEND KENT G

(Last) (First) (Middle)

C/O CAPITOL FEDERAL FINANCIAL, INC., 700 SOUTH KANSAS AVENUE

(Street)

TOPEKA, KS 66603

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| CFFN common stock | 12/30/2016 | | M | 3,731 | A \$ 12.11 | 129,813 | D |
| CFFN common stock | 12/30/2016 | | D | 3,731 | D \$ 16.46 | 126,082 | D |
| CFFN common stock | | | | | | 71,484 | I ESOP |

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| CFFN phantom stock 2014 | \$ 12.11 | 12/30/2016 | | M | 3,731 | 12/31/2016 ⁽¹⁾ | 12/31/2016 | CFFN common stock |
| CFFN Phantom Stock | \$ 16.46 | 12/30/2016 | | A | 4,100 | 12/31/2019 ⁽¹⁾ | 12/31/2019 | CFFN Phantom Stock |
| CFFN phantom stock 2015 | \$ 12.78 | | | | | 12/31/2017 ⁽¹⁾ | 12/31/2017 | CFFN common stock |
| CFFN Phantom Stock | \$ 12.56 | | | | | 12/31/2018 ⁽¹⁾ | 12/31/2018 | CFFN Phantom Stock |
| CFFN Non-qualified Stock Option | \$ 11.91 | | | | | ⁽²⁾ | 05/14/2027 | CFFN common stock |
| CFFN Incentive Stock Option | \$ 11.91 | | | | | ⁽²⁾ | 05/14/2022 | CFFN common stock |
| CFFN Non-qualified Stock Option | \$ 14.96 | | | | | ⁽²⁾ | 08/23/2020 | CFFN common stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | Executive Vice President | |

TOWNSEND KENT G
C/O CAPITOL FEDERAL FINANCIAL, INC.
700 SOUTH KANSAS AVENUE
TOPEKA, KS 66603

Signatures

James D. Wempe, Power of
Attorney

01/04/2017

__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) Phantom stock units are acquired under the Company's Deferred Incentive Bonus Plan. The units are deemed sold and settled in cash three years from date of acquisition.
 - (2) All 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.
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