

Capitol Federal Financial Inc
Form 4
January 02, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wright Frank H

(Last) (First) (Middle)

C/O CAPITOL FEDERAL
FINANCIAL, INC., 700 S.
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)
12/31/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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
CFFN common stock	12/31/2014		M		2,282	A	\$ 11.54 (1)
CFFN common stock	12/31/2014		D		2,282	D	\$ 12.78 (1)
CFFN common stock							47,832
							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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
CFFN phantom stock 2012	\$ 11.69							12/31/2015	12/31/2015	CFFN common stock	2,633
CFFN non-qualified stock option	\$ 13.1							<u>(2)</u>	10/29/2028	CFFN common stock	9,000
CFFN incentive stock option	\$ 13.1							<u>(3)</u>	10/29/2023	CFFN common stock	3,000
CFFN incentive stock option	\$ 11.91							<u>(4)</u>	05/14/2022	CFFN common stock	33,580
CFFN non-qualified stock option	\$ 11.91							<u>(5)</u>	05/14/2027	CFFN common stock	6,410
CFFN phantom stock 2011	\$ 11.54	12/31/2014		M		2,282		<u>(6)</u>	12/31/2014	CFFN common stock	2,282

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wright Frank H C/O CAPITOL FEDERAL FINANCIAL, INC. 700 S. KANSAS AVENUE	Executive Vice President

TOPEKA, KS 66603

Signatures

James D. Wempe, Power of
Attorney

01/02/2015

__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) 3,000 options vested or will vest on April 29, 2014, April 29, 2015 and April 29, 2016.
 - (3) 3,000 options vest on April 29, 2017.
 - (4) 8,396 options vested or will vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.
 - (5) 1,604 options vested or will vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.
 - (6) The phantom stock units were acquired under the Issuer's Deferred Incentive Bonus Plan and settled in cash three years from the 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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