

FITZGERALD WILLIAM A
Form 4
December 06, 2005

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 *
FITZGERALD WILLIAM A

2. Issuer Name and Ticker or Trading Symbol
COMMERCIAL FEDERAL CORP
[CFB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

13500 COMMERCIAL FEDERAL
PLAZA

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/21/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & Chairman of Board

OMAHA, NE 68154

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Beneficial Ownership (Instr. 4)
				Code V	Amount (A) or Price (D)		
Common Stock	12/02/2005			D	158,018	D	
Common Stock	10/21/2005			S	191,152 (2)	D	By 401(k)
Common Stock	12/02/2005			D	3,499 (3)	D	By Rabbi Trust
Common Stock	12/02/2005			D	21,420	D	By Restricted Stock
Common Stock	12/02/2005			D	12,536	D	By Spouse

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Common Stock	12/02/2005		D	20,122 <u>(3)</u>	D	\$ 34 <u>(1)</u>	0	I	By Stk Opt & Rst Stk Deferral Plan
Common Stock	12/02/2005		D	919 <u>(3)</u>	D	\$ 34 <u>(1)</u>	0	I	Spouse-DRIP

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 Number of Shares
Stock Option (right to buy)	\$ 17.22	12/02/2005		D	45,000	06/13/1996 06/13/2006	Common Stock 45,000
Stock Option (right to buy)	\$ 22.17	12/02/2005		D	45,000	05/14/1997 05/14/2007	Common Stock 45,000
Stock Option (Right to Buy)	\$ 34.16	12/02/2005		D	150,000	05/13/1998 05/13/2008	Common Stock 150,000
Stock Option (right to buy)	\$ 24.19	12/02/2005		D	96,447	05/12/1999 05/12/2009	Common Stock 96,447
Stock Option (Right to Buy)	\$ 15.69	12/02/2005		D	113,527	05/17/2000 05/17/2010	Common Stock 113,527
Stock Option (Right to buy)	\$ 22	12/02/2005		D	142,478	03/01/2001 03/01/2011	Common Stock 142,478

Buy)

Option Type	Exercise Price	Grant Date	Expiration Date	Quantity	Underlying	Shares Acquired	Acquisition Date	Common Stock	Quantity
Stock Option (Right to Buy)	\$ 25	12/02/2005		150,000	D	150,000	03/01/2002 03/01/2012	Common Stock	150,000
Stock Option (Right to Buy)	\$ 22.54	12/02/2005		100,000	D	100,000	02/27/2003 02/27/2013	Common Stock	100,000
Stock Option (Right to Buy)	\$ 27.9	12/02/2005		75,000	D	75,000	02/25/2004 02/25/2014	Common Stock	75,000
Stock Option (Right to Buy)	\$ 27.06	12/02/2005		60,000	D	60,000	02/23/2005 02/23/2015	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITZGERALD WILLIAM A 13500 COMMERCIAL FEDERAL PLAZA OMAHA, NE 68154	X		CEO & Chairman of Board	

Signatures

By: Joel E. Rappoport, Attorney-in-Fact
Date: 12/06/2005

**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) Disposed of pursuant to the merger agreement between Commercial Federal Corporation and Bank of the West in exchange for cash consideration of \$34.00 per share.
- (2) Transfer of shares from 401(k) Plan's issuer stock fund to another investment election under the 401(k) Plan.
- (3) This amount reflects a reinvestment of dividends.
- (4) This option was canceled in the merger in exchange for a cash payment representing the difference between the merger consideration of \$34.00 per share and the exercise price of the option.
- (5) Because the exercise price of this option exceeded the merger consideration of \$34.00 per share, a \$0.50 cash dividend was paid for each share subject to this option and the option was then cancelled.

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.