

KINGRY LAUREN W
Form 4
December 06, 2005

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 *
KINGRY LAUREN W

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)
12/02/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive V.P.

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 12/02/2005 | | D | 3,619 D \$ 34 (1) | 0 | D | |
| Common Stock | 12/02/2005 | | D | 4,602 (2) D \$ 34 (1) | 0 | I | By 401(k) |
| Common Stock | 12/02/2005 | | D | 5,219 D \$ 34 (1) | 0 | I | By Restricted Stock |

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

Persons who respond to the collection of information contained in this form are not

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 |
| Stock Option (Right to Buy) | \$ 34.16 | 12/02/2005 | | D | 2,500 | 05/13/1998 05/13/2008 | Common Stock 2,500 |
| Stock Option (right to buy) | \$ 24.19 | 12/02/2005 | | D | 7,000 | 05/12/1999 05/12/2009 | Common Stock 7,000 |
| Stock Option (Right to Buy) | \$ 15.69 | 12/02/2005 | | D | 7,800 | 05/17/2000 05/17/2010 | Common Stock 7,800 |
| Stock Option (Right to Buy) | \$ 22 | 12/02/2005 | | D | 12,000 | 03/01/2001 03/01/2011 | Common Stock 12,000 |
| Stock Option (Right to Buy) | \$ 25 | 12/02/2005 | | D | 10,000 | 03/01/2002 03/01/2012 | Common Stock 10,000 |
| Stock Option (Right to Buy) | \$ 22.54 | 12/02/2005 | | D | 12,000 | 02/27/2003 02/27/2013 | Common Stock 12,000 |
| Stock Option (Right to Buy) | \$ 27.9 | 12/02/2005 | | D | 12,000 | 02/25/2004 02/25/2014 | Common Stock 12,000 |
| Stock Option | \$ 27.06 | 12/02/2005 | | D | 12,000 | 02/23/2005 02/23/2015 | Common Stock 12,000 |

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| KINGRY LAUREN W 13500 COMMERCIAL FEDERAL PLAZA OMAHA, NE 68154 | | | Executive V.P. | |

Signatures

By: Joel E. Rappoport,
Attorney-in-Fact

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) Amount reflects dividend reinvestments and purchases of shares through salary deferrals.
- (3) 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.
- (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.

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.