

Capitol Federal Financial Inc
 Form 4
 January 05, 2015

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 *
TOWNSEND KENT G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
700 KANSAS AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2014

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

TOPEKA, KS 66603
 (City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
CFFN common stock	12/31/2014		M		4,467	A	\$ 11.54 <u>(1)</u>
CFFN common stock	12/31/2014		D		4,467	D	\$ 12.78 <u>(1)</u>
CFFN common stock							68,495
						I	ESOP

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
CFFN phantom stock 2012	\$ 11.54	12/31/2014		M	4,467 (1)	12/31/2014 12/31/2014	CFFN common stock
CFFN phantom stock 2013	\$ 11.69					12/31/2015 12/31/2015	CFFN common stock
CFFN phantom stock 2014	\$ 12.11					12/31/2016 12/31/2016	CFFN common stock
CFFN phantom stock 2015	\$ 12.78	12/31/2014		A	4,436	12/31/2017 12/31/2017	CFFN common stock
CFFN non-qualified stock option	\$ 11.91					(2) 05/14/2027	CFFN common stock
CFFN incentive stock option	\$ 11.91					(3) 05/14/2022	CFFN common stock
CFFN incentive stock option	\$ 14.96					(4) 08/23/2015	CFFN common stock
CFFN non-qualified stock option	\$ 14.96					(4) 08/23/2020	CFFN common stock

Reporting Owners

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

TOWNSEND KENT G
700 KANSAS AVENUE
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) 14,104 options vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2015.
 - (3) 8,396 options vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.
 - (4) 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. 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.