

GRIFFIN SHARON MARVIN
 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 *
 GRIFFIN SHARON MARVIN

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/02/2005

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

(Street)
 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)
			Code	V	Amount	(D)	Price
Common Stock	12/02/2005		D		28,532	D	\$ 34 <u>(1)</u>

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

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 34.16	12/02/2005		D	5,000	05/13/1998 05/13/2008	Common Stock	5,000
Stock Option (Right to Buy)	\$ 25	12/02/2005		D	5,000	03/01/2002 03/01/2012	Common Stock	5,000
Stock Option (Right to Buy)	\$ 27.9	12/02/2005		D	5,000	02/25/2004 02/25/2014	Common Stock	5,000
Stock Option (Right to Buy)	\$ 27.06	12/02/2005		D	5,000	02/23/2005 02/23/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GRIFFIN SHARON MARVIN
 13500 COMMERCIAL FEDERAL PLAZA X
 OMAHA, NE 68154

Signatures

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

**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)

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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) 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.
- (3) 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.

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