

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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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 *
 Jackson Rick C

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)

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

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

CAPITOL FEDERAL FINANCIAL, 700 SOUTH KANSAS AVENUE, SUITE 517

(Street)

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

TOPEKA, KS 66603

(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 (A) or (D) Price | | |
| CFFN common stock | 12/31/2014 | | | M | 3,347 A 11.54 <u>(1)</u> | 86,100 | D |
| CFFN common stock | 12/31/2014 | | | D | 3,347 D 12.78 <u>(1)</u> | 82,753 | D |
| CFFN common stock | | | | | | 43,404 | 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 |
| CFFN phantom stock 2012 | \$ 11.54 | 12/31/2014 | | M | 3,347 (1) | 12/31/2014 12/31/2014 | CFFN common stock 3 |
| CFFN phantom stock 2013 | \$ 11.69 | | | | | 12/31/2015 12/31/2015 | CFFN common stock 4 |
| CFFN phantom stock 2014 | \$ 12.11 | | | | | 12/31/2016 12/31/2016 | CFFN common stock 2 |
| CFFN phantom stock 2015 | \$ 12.78 | 12/31/2014 | | A | 3,230 | 12/31/2017 12/31/2017 | CFFN common stock 3 |
| CFFN incentive stock option | \$ 11.91 | | | | | (3) 05/14/2022 | CFFN common stock 35 |
| CFFN non-qualified stock option | \$ 11.91 | | | | | (4) 05/14/2027 | CFFN common stock 17 |
| CFFN incentive stock option | \$ 14.43 | | | | | (5) 01/26/2020 | CFFN common stock 34 |
| CFFN non-qualified stock option | \$ 14.43 | | | | | (5) 01/26/2025 | CFFN common stock 55 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jackson Rick C CAPITOL FEDERAL FINANCIAL 700 SOUTH KANSAS AVENUE, SUITE 517 TOPEKA, KS 66603 | | | Executive Vice President | |

Signatures

| | |
|--|---------------------|
| James D. Wempe, Power of Attorney | 01/05/2015 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) Phantom stock units were acquired under the Issuer's Deferred Incentive Bonus Plan and are settled in cash three years from the date of acquisition.
 - (3) 8,396 options vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.
 - (4) 4,354 options vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.
 - (5) 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.