

COMMERCIAL FEDERAL CORP
Form 4
December 06, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
TAYLOR ROBERT D

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)

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

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

13500 COMMERCIAL FEDERAL PLAZA

(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

OMAHA, NE 68154

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount	(D)	Price
Common Stock	12/02/2005		D		63,878	D	\$ 34 (1)
Common Stock	12/02/2005		D		1	D	\$ 34 (1)
						I	Dividend Reinvestment Plan

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

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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 22.17	12/02/2005		D	4,500	05/14/1997	05/14/2007	Common Stock	4,500
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)	\$ 20.96	12/02/2005		D	1,432	06/30/2004	06/30/2014	Common Stock	1,432
Stock Option (Right to Buy)	\$ 20.22	12/02/2005		D	1,707	09/30/2004	09/30/2014	Common Stock	1,707
Stock Option (Right to Buy)	\$ 20.47	12/02/2005		D	1,393	12/31/2004	12/31/2014	Common Stock	1,393
Stock Option (Right to Buy)	\$ 27.06	12/02/2005		D	5,000	02/23/2005	02/23/2015	Common Stock	5,000
Stock Option (right to buy)	\$ 24.19	12/02/2005		D	5,000	05/12/1999	05/12/2009	Common Stock	5,000
Stock Option (Right to Buy)	\$ 17.67	12/02/2005		D	1,527	09/30/1999	09/30/2009	Common Stock	1,527

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Stock Option (Right to Buy)	\$ 14.53	12/02/2005	D	2,167	12/31/1999	12/31/2009	Common Stock	2,167
Stock Option (Right to Buy)	\$ 15.69	12/02/2005	D	5,000	05/17/2000	05/17/2010	Common Stock	5,000
Stock Option (Right to Buy)	\$ 14.48	12/02/2005	D	1,862	12/31/2000	12/31/2010	Common Stock	1,862
Stock Option (Right to Buy)	\$ 22	12/02/2005	D	5,000	03/01/2001	03/01/2011	Common Stock	5,000
Stock Option (Right to Buy)	\$ 14.95	12/02/2005	D	1,805	03/31/2001	03/31/2011	Common Stock	1,805
Stock Option (Right to Buy)	\$ 16.43	12/02/2005	D	1,645	06/30/2001	06/30/2011	Common Stock	1,645
Stock Option (Right to Buy)	\$ 17.29	12/02/2005	D	1,563	09/30/2001	09/30/2011	Common Stock	1,563
Stock Option (Right to Buy)	\$ 17.99	12/02/2005	D	1,502	12/31/2001	12/31/2011	Common Stock	1,502
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)	\$ 17.66	12/02/2005	D	1,401	03/31/2002	03/31/2012	Common Stock	1,401
Stock Option (Right to Buy)	\$ 20.06	12/02/2005	D	1,459	06/30/2002	06/30/2012	Common Stock	1,459
	\$ 21.23	12/02/2005	D	1,272	09/30/2002	09/30/2012		1,272

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 16.88	12/02/2005	D	1,598	12/31/2002	12/31/2012		Common Stock	1,598
Stock Option (Right to Buy)	\$ 22.54	12/02/2005	D	5,000	02/27/2003	02/27/2013		Common Stock	5,000
Stock Option (Right to Buy)	\$ 17.67	12/02/2005	D	1,698	03/31/2003	03/31/2013		Common Stock	1,698
Stock Option (Right to Buy)	\$ 16.3	12/02/2005	D	2,026	06/30/2003	06/30/2013		Common Stock	2,026
Stock Option (Right to Buy)	\$ 15.85	12/02/2005	D	1,894	09/30/2003	09/30/2013		Common Stock	1,894
Stock Option (Right to Buy)	\$ 18.4	12/02/2005	D	1,631	12/31/2003	12/31/2013		Common Stock	1,631
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)	\$ 20.06	12/02/2005	D	1,495	03/31/2004	03/31/2014		Common Stock	1,495

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR ROBERT D 13500 COMMERCIAL FEDERAL PLAZA OMAHA, NE 68154	X			

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) 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.
- (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.

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.