

Capitol Federal Financial Inc
 Form 4
 February 08, 2017

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2017

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

C/O CAPITOL FEDERAL FINANCIAL, INC., 700 SOUTH KANSAS AVENUE

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| CFFN common stock | 02/06/2017 | | M | 90,000 A | \$ 11.91 | 216,082 | D |
| CFFN common stock | 02/06/2017 | | M | 13,804 A | \$ 14.96 | 229,886 | D |
| CFFN common stock | 02/06/2017 | | S | 85,815 D | \$ 15.1643 | 144,071 | D |

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| | | | | | | | | |
|-------------------------|------------|---|--------|---|---------------|---------|---|------|
| CFFN common stock | 02/07/2017 | S | 12,040 | D | \$ 15.1652 | 132,031 | D | |
| CFFN common stock | 02/08/2017 | S | 5,949 | D | \$ 15.0617 | 126,082 | D | |
| CFFN common stock | | | | | | 71,484 | I | ESOP |

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)

| 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| CFFN Incentive Stock Option | \$ 11.91 | 02/06/2017 | | M | 15,595 | (1) 05/14/2022 | CFFN common stock |
| CFFN Non-qualified Stock Option | \$ 11.91 | 02/06/2017 | | M | 56,416 | (1) 05/14/2027 | CFFN common stock |
| CFFN Non-qualified Stock Option | \$ 14.96 | 02/06/2017 | | M | 13,804 | (1) 08/23/2020 | CFFN common stock |
| CFFN Incentive Stock Option | \$ 11.91 | 02/07/2017 | | M | 12,040 | (1) 05/14/2022 | CFFN common stock |
| CFFN Incentive Stock Option | \$ 11.91 | 02/08/2017 | | M | 5,949 | (1) 05/14/2022 | CFFN common stock |
| CFFN phantom stock | \$ 12.11 | | | | | 12/31/2016(2) 12/31/2016 | CFFN common |

| | | | | |
|---------------|----------|---------------------------|------------|---------|
| 2014 | | | | stock |
| CFFN | | | | CFFN |
| phantom stock | \$ 12.78 | 12/31/2017 ⁽²⁾ | 12/31/2017 | common |
| 2015 | | | | stock |
| CFFN | | | | CFFN |
| Phantom | \$ 12.56 | 12/31/2018 ⁽²⁾ | 12/31/2018 | Phantom |
| Stock | | | | Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TOWNSEND KENT G C/O CAPITOL FEDERAL FINANCIAL, INC. 700 SOUTH KANSAS AVENUE TOPEKA, KS 66603 | | | Executive Vice President | |

Signatures

James D. Wempe, Power of Attorney
02/08/2017

**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) All options were vested.
 - (2) Phantom stock units are acquired under the Company's Deferred Incentive Bonus Plan. The units are deemed sold and settled in cash three years from date of acquisition.

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.