

Capitol Federal Financial Inc
Form 4
January 02, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Van Houweling Tara

(Last) (First) (Middle)

C/O CAPITOL FEDERAL
FINANCIAL, 700 S. KANSAS
AVENUE

(Street)

TOPEKA, KS 66603

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Principal Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
CFFN common stock	12/31/2013		M	1,182	A \$ 11.91 (1)	22,287	D
CFFN common stock	12/31/2013		D	1,182	D \$ 12.11 (1)	21,105	D
CFFN common stock						25,976	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 Amount or Number of Shares
CFFN phantom stock 2011	\$ 11.91	12/31/2013		M	1,182	(2) 12/31/2013	CFFN common stock 1,182
CFFN phantom stock 2012	\$ 11.54					(2) 12/31/2014	CFFN common stock 1,211
CFFN phantom stock 2013	\$ 11.69					(2) 12/31/2015	CFFN common stock 1,350
CFFN phantom stock 2014	\$ 12.11	12/31/2013		A	902	(2) 12/31/2016	CFFN common stock 902
CFFN Incentive Stock Option	\$ 11.91					(3) 05/14/2022	CFFN common stock 33,500
CFFN Non-qualified Stock Option	\$ 11.91					(4) 05/14/2027	CFFN common stock 6,411

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Van Houweling Tara C/O CAPITOL FEDERAL FINANCIAL 700 S. KANSAS AVENUE	Principal Accounting Officer

TOPEKA, KS 66603

Signatures

James D. Wempe, Power of
Attorney

01/02/2014

__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 Bonue 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 pantom stock units.
 - (2) The phantom stock units were acquired under the Issuer's Deferred Incentive Bonus Plan and settled in cash three years from the date of acquisition.
 - (3) 8,396 shares vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.
 - (4) 1,604 options vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.

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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