

TOWNSEND KENT G
Form 4
January 03, 2006

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 *
TOWNSEND KENT G

2. Issuer Name and Ticker or Trading Symbol
CAPITOL FEDERAL FINANCIAL [CFFN]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2005

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

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice Pres & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Capitol Federal Financial					33,910	D	
Capitol Federal Financial					25	I	Custodian for Son
Capitol Federal Financial					10,969	I	ESOP

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Capitol Federal Financial Incentive Stock Option 8/23/2005	\$ 33.88					<u>(1)</u> 08/23/2015	Capitol Federal Financial Common Stock
Capitol Federal Financial Non-Qualified Stock Option (08/23/05)	\$ 33.88					<u>(2)</u> 08/23/2020	Capitol Federal Financial Common Stock
Capitol Federal Financial Incentive Stock Option (04/18/2000)	\$ 9.22					<u>(3)</u> 04/18/2010	Capitol Federal Financial Common Stock
Capitol Federal Financial Non-Qualified Stock Option (04/18/2000)	\$ 9.22					<u>(4)</u> 04/18/2015	Capitol Federal Financial Common Stock
Capitol Federal Financial Phantom Stock 2003	\$ 28.8					<u>(5)</u> 01/25/2006	Capitol Federal Financial Common Stock
Capitol Federal Financial Phantom Stock 2004	\$ 36.07					<u>(5)</u> 01/25/2007	Capitol Federal Financial

Capitol Federal Financial 2006	\$ 32.94	12/30/2005	A	790	<u>(5)</u>	01/25/2009	Capitol Federal Financial Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOWNSEND KENT G			Executive Vice Pres & CFO	

Signatures

James D. Wempe, Power of Attorney	01/03/2006
<u> </u> **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) A total of 2,951 options will vest of each of the following dates; August 23, 2006, August 23, 2007, August 23, 2008, August 23, 2009 and August 23, 2010.
- (2) A total of 3,049 options will vest on each of the following dates, August 23, 2006, August 23, 2007, August 23, 2008, August 23, 2009 and August 23, 2010.
- (3) 10,845 options vested on each of the following dates; April 18, 2000, April 18, 2001, April 18, 2002, April 18, 2003 and April 18, 2004.
- (4) 1,155 options vested on each of the following dates; April 18, 2000, April 18, 2001, April 18, 2002, April 18, 2003 and April 18, 2004.
- (5) Phantom stock units were acquired under the Company's Deferred Incentive Bonus Plan. The units are deemed sold and settled in cash in 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.