

Capitol Federal Financial Inc
 Form 4
 January 05, 2016

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 *
DICUS JOHN B

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)
12/31/2015

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

C/O CAPITOL FEDERAL FINANCIAL, 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| CFFN common stock | 12/31/2015 | | M | (A) 12,831 | \$ 11.69 1,297,375 | D | |
| CFFN common stock | 12/31/2015 | | D | (D) 12,831 | \$ 12.56 1,284,544 | D | |
| CFFN common stock | | | | | 226 | I | Spouse for Child 1 |

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| | | | |
|-------------------|--------|---|--------------------------|
| CFFN common stock | 6,791 | I | Custodian for Child 2 |
| CFFN common stock | 78,800 | I | ESOP |
| CFFN common stock | 6,791 | I | Custodian for Child 3 |
| CFFN common stock | 226 | I | Spouse for Child 2 |
| CFFN common stock | 226 | I | Spouse for Child 3 |
| CFFN common stock | 6,723 | I | By custodian for child 1 |

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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| CFFN phantom stock 2013 | \$ 11.69 | 12/31/2015 | | M | 12,831 | 12/31/2015 ⁽¹⁾ | 12/31/2015 | CFFN common stock |
| CFFN Phantom Stock | \$ 12.56 | 12/31/2015 | | A | 11,427 | 12/31/2018 ⁽¹⁾ | 12/31/2018 | CFFN Phantom Stock |
| CFFN Incentive Stock Option | \$ 11.91 | | | | | ⁽²⁾ | 05/14/2022 | CFFN common stock |
| | \$ 11.91 | | | | | ⁽³⁾ | 05/14/2027 | |

CFFN
Non-qualified
Stock Option

CFFN
commo
stock

CFFN
phantom stock \$ 12.78
2015

12/31/2017⁽¹⁾ 12/31/2017

CFFN
commo
stock

CFFN
phantom stock \$ 12.11
2014

12/31/2016⁽¹⁾ 12/31/2016

CFFN
commo
stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DICUS JOHN B C/O CAPITOL FEDERAL FINANCIAL 700 SOUTH KANSAS AVENUE TOPEKA, KS 66603 | X | | Chairman and President | |

Signatures

James D. Wempe, Power of
Attorney

01/05/2016

__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) 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.
- (2) 8,396 options vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.
- (3) 25,029 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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