

Capitol Federal Financial Inc
 Form 4
 January 02, 2015

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)
12/31/2014

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)			
				Code	V	Amount	(A) or (D) Price			
CFFN common stock	12/31/2014		M		12,998	A	\$ 11.54 (1)	1,301,064	D	
CFFN common stock	12/31/2014		D		12,998	D	\$ 12.78 (1)	1,288,066	D	
CFFN common stock								226	I	By spouse custodian for child 1

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CFFN common stock	226	I	By spouse custodian for child 2
CFFN common stock	226	I	By spouse custodian for child 3
CFFN common stock	77,288	I	ESOP
CFFN common stock	6,723	I	By custodian for child 1
CFFN common stock	6,791	I	By custodian for child 2
CFFN common stock	6,791	I	By custodian for child 3

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
CFFN phantom stock 2011	\$ 11.54	12/31/2014		M	12,998	⁽²⁾ 12/31/2014	12/31/2014	CFFN common stock
CFFN phantom stock 2015	\$ 12.78	12/31/2014		A	11,737	⁽²⁾ 12/31/2015	12/31/2017	CFFN common stock
CFFN phantom stock 2013	\$ 11.69					12/31/2015	12/31/2015	CFFN common stock
	\$ 12.11					12/31/2016	12/31/2016	

CFFN phantom stock 2014					CFFN common stock
CFFN incentive stock option	\$ 11.91		(3)	05/14/2022	CFFN common stock
CFFN non-qualified stock option	\$ 11.91		(4)	05/14/2027	CFFN common 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

01/02/2015

 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 Bonus 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 phantom 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 options vested or will vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.

(4) 25,029 options vested or will 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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