

Capitol Federal Financial Inc
 Form 4
 November 04, 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 *
 Ricketts Carlton A.

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)
 C/O CAPITOL FEDERAL FINANCIAL, 700 KANSAS AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 11/03/2016

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

(Street)
 TOPEKA, KS 66601

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

(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	(D)	Price
CFFN common stock	11/03/2016		M		51,000	A	\$ 11.91
							104,020
CFFN common stock	11/03/2016		M		28,295	A	\$ 14.19
							132,315
CFFN common stock	11/03/2016		S		79,295	D	\$ 14.4317
							53,020

CFFN
common
stock 36,237 I ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
CFFN Non-qualified Stock Option	\$ 11.91	11/04/2016		M	17,416	<u>(1)</u> 05/14/2027	CFFN common stock
CFFN Incentive Stock Option	\$ 11.91	11/04/2016		M	33,584	<u>(1)</u> 05/14/2022	CFFN common stock
CFFN Incentive Stock Option	\$ 14.19	11/04/2016		M	28,295	<u>(1)</u> 10/19/2017	CFFN common stock
CFFN phantom stock 2014	\$ 12.11					12/31/2016 ⁽²⁾ 12/31/2016	CFFN common stock
CFFN Phantom Stock	\$ 12.56					12/31/2018 ⁽²⁾ 12/31/2018	CFFN Phantom Stock
CFFN phantom stock 2015	\$ 12.78					12/31/2017 ⁽²⁾ 12/31/2017	CFFN common stock

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

Ricketts Carlton A.
C/O CAPITOL FEDERAL FINANCIAL
700 KANSAS AVENUE
TOPEKA, KS 66601

Executive Vice President

Signatures

James D. Wempe, Power of
Attorney

11/04/2016

__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) All options are 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.
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