

MATTER GARY L
Form 4
December 06, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MATTER GARY L

2. Issuer Name and Ticker or Trading Symbol
COMMERCIAL FEDERAL CORP
[CFB]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. V.P. & Controller

(Last) (First) (Middle)
13500 COMMERCIAL FEDERAL
PLAZA
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2005

OMAHA, NE 68154

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	12/02/2005		D		37,663 \$ 34 (1) 0	D	
Common Stock	12/02/2005		D		1,358 (2) \$ 34 (1) 0	I	By Rabbi Trust
Common Stock	12/02/2005		D		5,812 \$ 34 (1) 0	I	By Restricted Stock
Common Stock	12/02/2005		D		5,068 (2) \$ 34 (1) 0	I	By Stk Opt & Rst Stk Deferral

Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 17.22	12/02/2005		D	2,018	06/13/1996 06/13/2006	Common Stock	2,018	
Stock Option (right to buy)	\$ 22.17	12/02/2005		D	3,480	05/14/1997 05/14/2007	Common Stock	3,480	
Stock Option (Right to Buy)	\$ 34.16	12/02/2005		D	25,800	05/13/1998 05/13/2008	Common Stock	25,800	
Stock Option (right to buy)	\$ 24.19	12/02/2005		D	13,500	05/12/1999 05/12/2009	Common Stock	13,500	
Stock Option (Right to Buy)	\$ 15.69	12/02/2005		D	15,000	05/17/2000 05/17/2010	Common Stock	15,000	
Stock Option (Right to Buy)	\$ 22	12/02/2005		D	12,000	03/01/2001 03/01/2011	Common Stock	12,000	
	\$ 25	12/02/2005		D	10,000	03/01/2002 03/01/2012		10,000	

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 22.54	12/02/2005	D	10,000	02/27/2003	02/27/2013	Common Stock	10,000	
Stock Option (Right to Buy)	\$ 27.9	12/02/2005	D	7,500	02/25/2004	02/25/2014	Common Stock	7,500	
Stock Option (Right to Buy)	\$ 27.06	12/02/2005	D	7,500	02/23/2005	02/23/2015	Common Stock	7,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTER GARY L 13500 COMMERCIAL FEDERAL PLAZA OMAHA, NE 68154			Sr. V.P. & Controller	

Signatures

By: Joel E. Rappoport,
Attorney-in-Fact

12/06/2005

__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) Disposed of pursuant to the merger agreement between Commercial Federal Corporation and Bank of the West in exchange for cash consideration of \$34.00 per share.
 - (2) This amount reflects a reinvestment of dividends.
 - (3) This option was canceled in the merger in exchange for a cash payment representing the difference between the merger consideration of \$34.00 per share and the exercise price of the option.
 - (4) Because the exercise price of this option exceeded the merger consideration of \$34.00 per share, a \$0.50 cash dividend was paid for each share subject to this option and the option was then cancelled.

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.