

MILLIGAN ROBERT S
 Form 4
 December 06, 2005

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 *
MILLIGAN ROBERT S

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

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

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

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

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

OMAHA, NE 68154

(City) (State) (Zip)

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

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	12/02/2005		D		\$ 34 <u>(1)</u> 0	D	
Common Stock	12/02/2005		D		\$ 34 <u>(1)</u> 0	I	Dividend Reinvestment Plan

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 22.17	12/02/2005		D	4,500	05/14/1997	05/14/2007	Common Stock	4,500
Stock Option (Right to Buy)	\$ 34.16	12/02/2005		D	5,000	05/13/1998	05/13/2008	Common Stock	5,000
Stock Option (right to buy)	\$ 24.19	12/02/2005		D	5,000	05/12/1999	05/12/2009	Common Stock	5,000
Stock Option (Right to Buy)	\$ 17.67	12/02/2005		D	1,272	09/30/1999	09/30/2009	Common Stock	1,272
Stock Option (Right to Buy)	\$ 14.53	12/02/2005		D	1,755	12/31/1999	12/31/2009	Common Stock	1,755
Stock Option (Right to Buy)	\$ 12.61	12/02/2005		D	1,785	03/31/2000	03/31/2010	Common Stock	1,785
Stock Option (Right to Buy)	\$ 15.69	12/02/2005		D	5,000	05/17/2000	05/17/2010	Common Stock	5,000
Stock Option (Right to Buy)	\$ 12.47	12/02/2005		D	1,805	06/30/2000	06/30/2010	Common Stock	1,805

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Stock Option (Right to Buy)	\$ 12.33	12/02/2005	D	1,643	09/30/2000	09/30/2010	Common Stock	1,643
Stock Option (Right to Buy)	\$ 14.48	12/02/2005	D	1,241	12/31/2000	12/31/2010	Common Stock	1,241
Stock Option (Right to Buy)	\$ 22	12/02/2005	D	5,000	03/01/2001	03/01/2011	Common Stock	5,000
Stock Option (Right to Buy)	\$ 14.95	12/02/2005	D	1,504	03/31/2001	03/31/2011	Common Stock	1,504
Stock Option (Right to Buy)	\$ 16.43	12/02/2005	D	1,234	06/30/2001	06/30/2011	Common Stock	1,234
Stock Option (Right to Buy)	\$ 17.29	12/02/2005	D	1,042	09/30/2001	09/30/2011	Common Stock	1,042
Stock Option (Right to Buy)	\$ 17.99	12/02/2005	D	1,001	12/31/2001	12/31/2011	Common Stock	1,001
Stock Option (Right to Buy)	\$ 25	12/02/2005	D	5,000	03/01/2002	03/01/2012	Common Stock	5,000
Stock Option (Right to Buy)	\$ 17.66	12/02/2005	D	1,274	03/31/2002	03/31/2012	Common Stock	1,274
Stock Option (Right to Buy)	\$ 20.06	12/02/2005	D	1,123	06/30/2002	06/30/2012	Common Stock	1,123
Stock Option (Right to Buy)	\$ 21.23	12/02/2005	D	900	09/30/2002	09/30/2012	Common Stock	900
	\$ 16.88	12/02/2005	D	1,132	12/31/2002	12/31/2012		1,132

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 22.54	12/02/2005	D	5,000	02/27/2003	02/27/2013		Common Stock	5,000
Stock Option (Right to Buy)	\$ 20.96	12/02/2005	D	1,361	06/30/2004	06/30/2014		Common Stock	1,361
Stock Option (Right to Buy)	\$ 20.22	12/02/2005	D	1,410	09/30/2004	09/30/2014		Common Stock	1,410
Stock Option (Right to Buy)	\$ 20.47	12/02/2005	D	1,246	12/31/2004	12/31/2014		Common Stock	1,246
Stock Option (Right to Buy)	\$ 27.06	12/02/2005	D	5,000	02/23/2005	02/23/2015		Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLIGAN ROBERT S 13500 COMMERCIAL FEDERAL PLAZA OMAHA, NE 68154	X			

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 form reflects increases in beneficial ownership resulting from exempt acquisitions under the Commercial Federal Corporation Dividend Reinvestment Plan pursuant to Rule 16a-11.

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- (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.

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