

BRUBAKER LARRY K

Form 4

December 23, 2010

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 *
BRUBAKER LARRY K

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)
700 KANSAS AVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2010

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

TOPEKA, KS 66603

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 | (A) or (D) | Price | |
| Common Stock | 12/21/2010 | | J ⁽¹⁾ | | 6,791 | A | \$ 0 6,791 | D |
| Common Stock | 12/21/2010 | | P | | 5,000 | A | \$ 10 5,000 | I Trust 1 |
| Common Stock | 12/21/2010 | | J ⁽¹⁾ | | 348,682 | A | \$ 0 348,682 | I Trust 1 |
| Common Stock | 12/21/2010 | | J ⁽¹⁾ | | 45,274 | A | \$ 0 45,274 | I Trust 2 |
| Common Stock | 12/21/2010 | | J ⁽¹⁾ | | 56,526 | A | \$ 0 56,526 | I ESOP |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|------|-------|---|--------------------------|
| Common Stock | 12/21/2010 | J ⁽¹⁾ | 4,239 | A | \$ 0 | 4,239 | I | By Spouse |
| Common Stock | 12/21/2010 | J ⁽¹⁾ | 742 | A | \$ 0 | 742 | I | Joint Tenancy with Child |

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.

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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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Phantom Stock 2008 | \$ 13.69 | 12/21/2010 | | J ⁽²⁾ | 1,134 | ⁽³⁾ 01/25/2011 | Common Stock | 1,134 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRUBAKER LARRY K 700 KANSAS AVE TOPEKA, KS 66603 | | | Executive Vice President | |

Signatures

/s/ James D. Wempe, POA
12/23/2010

**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) In accordance with the Plan of Conversion and Reorganization of Capitol Federal Savings Bank MHC, effective December 21, 2010, each outstanding share of common stock of Capitol Federal Financial was exchanged for 2.2637 shares of Capitol Federal Financial, Inc.'s common stock.

(2) In accordance with the Plan of Conversation and Reorganization of Capitol Federal Savings Bank MHC, effective December 21, 2010, each outstanding phantom stock unit for a share of common stock of Capitol Federal Financial was exchanged for a phantom stock unit for 2.2637 shares of Capitol Federal Financial, Inc.'s common stock, rounded down to the nearest share.

(3) Phantom stock units were acquired under the Company's Deferred Incentive Bonus Plan. The units are deemed sold and settled in cash approximately 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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