

Capitol Federal Financial Inc
Form 4
February 08, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TOWNSEND KENT G

(Last) (First) (Middle)

**C/O CAPITOL FEDERAL
FINANCIAL, INC., 700 SOUTH
KANSAS AVENUE**

(Street)

TOPEKA, KS 66603

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**Capitol Federal Financial Inc
[CFFN]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(A) or (D)	Price
CFFN common stock	02/06/2017		M		90,000	A	\$ 11.91 216,082
CFFN common stock	02/06/2017		M		13,804	A	\$ 14.96 229,886
CFFN common stock	02/06/2017		S		85,815	D	\$ 15.1643 144,071

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CFFN common stock	02/07/2017	S	12,040	D	\$ 15.1652	132,031	D	
CFFN common stock	02/08/2017	S	5,949	D	\$ 15.0617	126,082	D	
CFFN common stock						71,484	I	ESOP

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 Amount Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
CFFN Incentive Stock Option	\$ 11.91	02/06/2017		M	15,595	(1) 05/14/2022	CFFN common stock
CFFN Non-qualified Stock Option	\$ 11.91	02/06/2017		M	56,416	(1) 05/14/2027	CFFN common stock
CFFN Non-qualified Stock Option	\$ 14.96	02/06/2017		M	13,804	(1) 08/23/2020	CFFN common stock
CFFN Incentive Stock Option	\$ 11.91	02/07/2017		M	12,040	(1) 05/14/2022	CFFN common stock
CFFN Incentive Stock Option	\$ 11.91	02/08/2017		M	5,949	(1) 05/14/2022	CFFN common stock
CFFN phantom stock	\$ 12.11					12/31/2016(2) 12/31/2016	CFFN common

2014					stock
CFFN					CFFN
phantom stock	\$ 12.78		12/31/2017 ⁽²⁾	12/31/2017	common
2015					stock
CFFN					CFFN
Phantom	\$ 12.56		12/31/2018 ⁽²⁾	12/31/2018	Phantom
Stock					Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOWNSEND KENT G C/O CAPITOL FEDERAL FINANCIAL, INC. 700 SOUTH KANSAS AVENUE TOPEKA, KS 66603			Executive Vice President	

Signatures

James D. Wempe, Power of
Attorney

02/08/2017

__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 were 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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