

BRUBAKER LARRY K
Form 4
January 26, 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 *
BRUBAKER LARRY K

2. Issuer Name and Ticker or Trading Symbol
CAPITOL FEDERAL FINANCIAL [CFFN]

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

(Last) (First) (Middle)
700 S KANSAS AVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2005

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

TOPEKA, KS 66603
(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| CFFN Common Stock | | | | | 78,090 | D | |
| CFFN Common Stock | | | | | 328 | I | By Custodian For Child |
| CFFN Common Stock | | | | | 11,852 | I | By ESOP |
| CFFN Common | | | | | 1,873 | I | By Spouse |

Stock

CFFN

Common

Stock

28,327

I

By Trust

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 of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Am or Num of S |
| CFFN Phantom Stock 2002 | \$ 20.84 | 01/25/2005 | | A | 2,169 | <u>(1)</u> 01/25/2005 | CFFN Common Stock | 2, |
| CFFN Incentive Stock Option (4-18-00) | \$ 9.22 | | | | | <u>(2)</u> 04/18/2010 ⁽²⁾ | CFFN Common Stock | 19 |
| CFFN Non-Qualified Stock Option (4-18-00) | \$ 9.22 | | | | | <u>(3)</u> 04/18/2015 ⁽³⁾ | CFFN Common Stock | 76 |
| CFFN Phantom Stock 2003 | \$ 28.8 | | | | | <u>(1)</u> 01/25/2006 ⁽¹⁾ | CFFN Common Stock | 1, |
| CFFN Phantom Stock 2004 | \$ 36.07 | | | | | <u>(1)</u> 01/25/2007 ⁽¹⁾ | CFFN Common Stock | 1 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

BRUBAKER LARRY K
700 S KANSAS AVE
TOPEKA, KS 66603

Executive Vice President

Signatures

By: James D. Wempe attorney
in fact

01/26/2005

__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) Phantom stock units were acquired under the Company's Deferred Incentive Bonus Plan. The units are deemed sold and settled in cash three years from date of acquisition.
- (2) A total of 10,845 options vested on each of April 18, 2000, April 18, 2001, April 18, 2002, April 18, 2003 and April 18, 2004.
- (3) A total of 19,155 options vested on each of April 18, 2000, April 18, 2001, April 18, 2002, April 18, 2003 and April 18, 2004.

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.