

FITZGERALD WILLIAM A
Form 4
January 04, 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 *
FITZGERALD WILLIAM A

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)
CEO & Chairman of Board

(Last) (First) (Middle)
450 REGENCY
PARKWAY, ATRIUM WEST
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2004

OMAHA, NE 68114
(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				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	(D) or (I)			
Common Stock	12/31/2004		J	V	8,082	D	\$ 0 21,420 ⁽¹⁾	I	By Restricted Stock
Common Stock	12/31/2004		J	V	8,082	A	\$ 0 19,795 ⁽¹⁾	I	By Stk Opt & Rst Stk Deferral Plan
Common Stock							155,535	D	
Common Stock							188,491	I	By 401(k)
							3,435	I	

Common Stock				By Rabbi Trust
Common Stock	23,336	I		By Spouse
Common Stock	893	I		Spouse-DRIP

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITZGERALD WILLIAM A 450 REGENCY PARKWAY ATRIUM WEST OMAHA, NE 68114	X		CEO & Chairman of Board	

Signatures

By: Gary R. Bronstein,
Attorney-in-Fact

01/04/2005

__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) 8,082 shares of restricted stock vested pursuant to the 1996 and 2002 Stock Option and Incentive Plans of Commercial Federal Corporation of which 100% were deferred into the Commercial Federal Stock Option and Restricted Stock Deferral Plan.

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.