

Capitol Federal Financial Inc
 Form 4
 February 08, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
TOWNSEND KENT G

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)

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

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

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

(Street)

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

TOPEKA, KS 66603

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
CFFN common stock	02/06/2017		M	90,000 A	\$ 11.91	216,082	D
CFFN common stock	02/06/2017		M	13,804 A	\$ 14.96	229,886	D
CFFN common stock	02/06/2017		S	85,815 D	\$ 15.1643	144,071	D

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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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SEC 1474
(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 Underlying Security (Instr. 3 and 4)
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. 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.