

CAPITOL FEDERAL FINANCIAL
 Form 4
 January 06, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 [CFFN]

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

(Last) (First) (Middle)
700 KANSAS AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec Vice Pres and CFO

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) Price | | | |
| CFFN common stock | | | | | 45,012 | D | |
| CFFN common stock | | | | | 25 | I | Custodian for son |
| CFFN common stock | | | | | 17,856 | 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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| CFFN incentive stock option 08/23/2005 | \$ 33.88 | | | | | (1) 08/23/2015 | CFFN common stock 5,902 |
| CFFN non-qualified stock option 08/23/2005 | \$ 33.88 | | | | | (2) 08/23/2020 | CFFN common stock 6,098 |
| CFFN phantom stock 2006 | \$ 32.94 | | | | | (3) 01/25/2009 | CFFN common stock 790 |
| CFFN phantom stock 2007 | \$ 38.42 | | | | | (3) 01/25/2010 | CFFN common stock 542 |
| CFFN phantom stock 2008 | \$ 31 | | | | | (3) 01/25/2011 | CFFN common stock 526 |
| CFFN phantom stock 2009 | \$ 45.6 | 01/02/2009 | | A | 1,368 | (3) 01/25/2012 | CFFN common stock 1,368 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | Exec Vice Pres and CFO | |

TOWNSEND KENT G
700 KANSAS AVENUE
TOPEKA, KS 66603

Signatures

James D. Wempe, Power of
Attorney

01/06/2009

__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) A total of 2,951 options vested on each of the following dates; August 23, 2006, August 23, 2007 August 23, 2008, August 23, 2009 and August 23, 2010.
- (2) A total of 3,049 options vested on each of the following dates; August 23, 2006, August 23, 2007, August 23, 2008, August 23, 2009 and August 23, 2010.
- (3) Phantom stock units were acquired under the Company's Deferred Incentive Bonus Plan. The units are deemed sold and settled in cash in 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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