

Capitol Federal Financial Inc
 Form 4
 January 03, 2017

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 *
 Haag Natalie 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)
 C/O CAPITOL FEDERAL FINANCIAL, 700 KANSAS AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 12/30/2016

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

(Street)
 TOPEKA, KS 66601

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
CFFN common stock	12/30/2016		M	2,407	A \$ 12.11	43,166	D
CFFN common stock	12/30/2016		D	2,407	D \$ 16.46	40,759	D
CFFN common stock						6,929	I ESOP

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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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
CFFN phantom stock 2014	\$ 12.11	12/30/2016		M	2,407	<u>(1)</u> 12/31/2016	12/31/2016	CFFN common stock	2,
CFFN Phantom Stock	\$ 16.46	12/30/2016		A	2,690	<u>(1)</u> 12/31/2019	12/31/2019	CFFN Phantom Stock	2,
CFFN Phantom Stock	\$ 12.56					<u>(1)</u> 12/31/2018	12/31/2018	CFFN common stock	2,
CFFN phantom stock 2015	\$ 12.78					<u>(1)</u> 12/31/2017	12/31/2017	CFFN common stock	2,
CFFN Incentive Stock Option	\$ 11.85					<u>(2)</u> 09/25/2022	09/25/2022	CFFN common stock	16
CFFN Non-qualified Stock Option	\$ 11.85					<u>(2)</u> 09/25/2027	09/25/2027	CFFN common stock	7,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haag Natalie G. C/O CAPITOL FEDERAL FINANCIAL 700 KANSAS AVENUE TOPEKA, KS 66601			Executive Vice President	

Signatures

James D. Wempe, Power of
Attorney

01/03/2017

__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) The phantom stock units are acquired under the Issuer's Deferred Incentive Bonus Plan and settled in cash three years from the date of acquisition.
 - (2) All options are exercisable.

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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