

Capitol Federal Financial Inc
 Form 4
 December 23, 2010

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 *
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)
700 KANSAS AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2010

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

TOPEKA, KS 66603

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)
			Code	V Amount (A) or (D) Price			
Common Stock	12/21/2010		P	3,000 A \$ 10	3,000	D	
Common Stock	12/21/2010		J ⁽¹⁾	101,468 A \$ 0	104,468	D	
Common Stock	12/21/2010		J ⁽¹⁾	49,314 A \$ 0	49,314	I	ESOP
Common Stock	12/21/2010		J ⁽¹⁾	56 A \$ 0	56	I	Custodian for Son

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)	Amount or Number of Shares
Incentive Stock Option	\$ 14.97	12/21/2010		J ⁽²⁾	13,360	⁽³⁾ 08/23/2015	Common Stock	13,360
Non-Qualified Stock Option 8-23-2005	\$ 14.97	12/21/2010		J ⁽²⁾	13,804	⁽³⁾ 08/23/2020	Common Stock	13,804
Phantom Stock 2007	\$ 16.98	12/21/2010		J ⁽²⁾	1,227	⁽⁴⁾ 01/28/2010	Common Stock	1,227
Phantom Stock 2008	\$ 13.7	12/21/2010		J ⁽²⁾	1,190	⁽⁴⁾ 01/25/2011	Common Stock	1,190
Phantom Stock 2009	\$ 20.14	12/21/2010		J ⁽²⁾	3,096	⁽⁴⁾ 01/25/2012	Common Stock	3,096
Phantom Stock 2010	\$ 13.9	12/21/2010		J ⁽²⁾	1,964	⁽⁴⁾ 12/31/2012	Common Stock	1,964

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOWNSEND KENT G 700 KANSAS AVENUE TOPEKA, KS 66603			Executive Vice President	

Signatures

/s/ James D. Wempe, POA
12/23/2010

**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).

In accordance with the Plan of Conversion and Reorganization of Capitol Federal Savings Bank MHC, effective December 21, 2010, each outstanding share of common stock of Capitol Federal Financial was exchanged for 2.2637 shares of Capitol Federal Financial, Inc.'s common stock.

(1) In accordance with the Plan of Conversation and Reorganization of Capitol Federal Savings Bank MHC, effective December 21, 2010, each outstanding stock option or phantom stock unit for a share of common stock of Capitol Federal Financial was exchanged for a stock option or phantom stock unit for 2.2637 shares of Capitol Federal Financial, Inc.'s common stock, rounded down to the nearest share. The exercise price was determined by dividing the original exercise price of the exchanged stock option by the 2.2637 exchange ratio, rounded down to the nearest whole number.

(2) 50% of the total options have vested as of the date hereof.

(3) Phantom stock units were acquired under the Company's Deferred Incentive Bonus Plan. The units are deemed sold and settled in cash approximately 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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