

Capitol Federal Financial Inc
 Form 4
 May 18, 2012

FORM 4

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

OMB APPROVAL

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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)
05/16/2012

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

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)
CFFN common stock	05/16/2012		A	30,000	A <u>(1)</u> 134,468	D	
CFFN common stock					54,885	I	ESOP

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
CFFN Non-qualified Stock Option May, 2012	\$ 11.91	05/16/2012		A	56,416	(2) 05/14/2027	CFFN common stock 56,416
CFFN Incentive Stock Option May, 2012	\$ 11.91	05/16/2012		A	33,584	(3) 05/14/2022	CFFN common stock 33,584
CFFN Incentive Stock Option	\$ 14.96					(4) 08/23/2015	CFFN common stock 13,300
CFFN Non-qualified Stock Options	\$ 14.96					(4) 08/23/2020	CFFN common stock 13,800
CFFN Phantom Stock 2010	\$ 13.9					(5) 12/31/2012	CFFN common stock 1,960
CFFN Phantom Stock 2011	\$ 11.91					(5) 12/31/2013	CFFN common stock 4,300
CFFN Phantom Stock 2012	\$ 11.54					(5) 12/31/2014	CFFN common stock 4,460

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

James D. Wempe, Power of
Attorney

05/18/2012

__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) Restricted stock award.
- (2) 14,104 will vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.
- (3) 8,396 options will vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.
- (4) All options are exercisable.
- (5) Phantom stock units are 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. 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.