

Capitol Federal Financial Inc  
 Form 4  
 January 03, 2014

**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 \*  
**DICUS JOHN B**

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)  
**12/31/2013**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and President**

**C/O CAPITOL FEDERAL FINANCIAL, 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 Ownership (Instr. 4) |               |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |               |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |               |
| CFFN common stock               | 12/31/2013                           |  | M                              |   | 12,594  | A  | \$ 11.91 (1)                      | 1,304,214 D   |
| CFFN common stock               | 12/31/2013                           |  | D                              |   | 12,594  | D  | \$ 12.11 (1)                      | 1,291,620 D   |
| CFFN common stock               |                                      |  |                                |   |   |  |                                   | 75,536 I ESOP |

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|                         |       |   |                          |
|-------------------------|-------|---|--------------------------|
| CFFN<br>common<br>stock | 6,723 | I | Custodian<br>for Child 1 |
| CFFN<br>common<br>stock | 6,791 | I | Custodian<br>for Child 2 |
| CFFN<br>common<br>stock | 6,791 | I | Custodian<br>for Child 3 |
| CFFN<br>common<br>stock | 226   | I | Spouse for<br>Child 1    |
| CFFN<br>common<br>stock | 226   | I | Spouse for<br>Child 2    |
| CFFN<br>common<br>stock | 226   | I | Spouse for<br>Child 3    |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying s<br>(Instr. 3 and |                         |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date                            | Title                   |
| CFFN<br>phantom stock<br>2011                       | \$ 11.91   | 12/31/2013                              |   | M                                    | 12,594<br>(2)  | 12/31/2013   | 12/31/2013                                    | CFFN<br>common<br>stock |
| CFFN<br>phantom stock<br>2012                       | \$ 11.54   |   |   |                                      |  | 12/31/2014   | 12/31/2014                                    | CFFN<br>common<br>stock |
| CFFN<br>phantom stock<br>2013                       | \$ 11.69   |   |   |                                      |  | 12/31/2015   | 12/31/2015                                    | CFFN<br>common<br>stock |
|   | \$ 12.11   | 12/31/2013                              |   | A                                    | 10,495   | 12/31/2016   | 12/31/2016                                    |                         |

|                                       |          |  |     |            |                         |
|---------------------------------------|----------|--|-----|------------|-------------------------|
| CFFN<br>phantom stock<br>2014         |          |  |     |            | CFFN<br>common<br>stock |
| CFFN<br>Incentive<br>Stock Option     | \$ 11.91 |  | (3) | 05/14/2022 | CFFN<br>common<br>stock |
| CFFN<br>Non-qualified<br>Stock Option | \$ 11.91 |  | (4) | 05/14/2027 | CFFN<br>common<br>stock |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| DICUS JOHN B<br>C/O CAPITOL FEDERAL FINANCIAL<br>700 SOUTH KANSAS AVENUE<br>TOPEKA, KS 66603 | X             |           | Chairman and President |       |

## Signatures

James D. Wempe, Power of Attorney  
01/03/2014

\_\_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).

Transaction reflects the deemed conversion of phantom stock units previously acquired under the Issuer's Deferred Incentive Bonus Plan into the underlying shares of common stock and the deemed simultaneous disposition of such shares in connection with the cash settlement of such phantom stock units.

(1) The phantom stock units were acquired under the Issuer's Deferred Incentive Bonus Plan and are settled in cash three years from the date of acquisition.

(2) 8,396 options vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.

(3) 25,029 options vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.

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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