

Jackson Rick C  
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 \*  
Jackson Rick C

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)  
12/21/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

CAPITOL FEDERAL FINANCIAL, 700 SOUTH KANSAS AVENUE, SUITE 517

(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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	12/21/2010		P			5,000	A	\$ 10	5,000	D	
Common Stock	12/21/2010		J <sup>(1)</sup>			60,753	A	\$ 0	65,753	D	
Common Stock	12/21/2010		J <sup>(1)</sup>			25,237	A	\$ 0	25,237	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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option	\$ 14.43	12/21/2010		J <sup>(2)</sup>	34,634	<sup>(3)</sup> 01/26/2020	Common Stock	34,634
Non-Qualified Stock Option	\$ 14.43	12/21/2010		J <sup>(2)</sup>	55,913	<sup>(4)</sup> 01/26/2025	Common Stock	55,913
Phantom Stock 2010	\$ 13.9	12/21/2010		J <sup>(2)</sup>	249	<sup>(5)</sup> 12/31/2012	Common Stock	249

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jackson Rick C CAPITOL FEDERAL FINANCIAL 700 SOUTH KANSAS AVENUE, SUITE 517 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,
- (1) each outstanding share of common stock of Capitol Federal Financial was exchanged for 2.2637 shares of Capitol Federal Financial, Inc.'s common stock.
  - (2) 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

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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.

A total of 6,927 (adjusted to give effect to the 2.2637 exchange ratio as a result of the Plan of Conversion and Reorganization of Capitol

- (3) Federal Savings Bank MHC) options vested or will vest on each of the following dates: January 26, 2010, January 26, 2011, January 26, 2012, January 26, 2013 and January 26, 2014.

11,200 options (adjusted to give effect to the 2.2637 exchange ratio as a result of the Plan of Conversion and Reorganization of Capitol

- (4) Federal Savings Bank MHC) vested or will vest on January 26, 2010, January 26, 2011, January 26, 2012, January 26, 2013 and January 26, 2014.

- (5) 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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