

Van Houweling Tara
Form 4
January 03, 2013

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 *
Van Houweling Tara

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)
12/31/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Principal Accounting Officer

C/O CAPITOL FEDERAL FINANCIAL, 700 S. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| CFFN common stock | 12/31/2012 | | M | | 330 A \$ 13.9 | 21,435 | D |
| CFFN common stock | 12/31/2012 | | D | | 330 D \$ 11.69 | 21,105 | D |
| CFFN common stock | | | | | | 22,466 | 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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| CFFN Phantom Stock 2010 | \$ 13.9 | 12/31/2012 | | M | | (1) 12/31/2012 | CFFN common stock | 330 | |
| CFFN phantom stock 2011 | \$ 11.91 | | | | | (1) 12/31/2013 | CFFN common stock | 1,180 | |
| CFFN phantom stock 2012 | \$ 11.54 | | | | | (1) 12/31/2014 | CFFN common stock | 1,210 | |
| CFFN phantom stock 2013 | \$ 11.69 | 12/31/2012 | | A | 1,359 | (1) 12/31/2015 | CFFN common stock | 1,359 | |
| CFFN Incentive Stock Option | \$ 15.99 | | | | | (2) 12/18/2013 | CFFN common stock | 22,600 | |
| CFFN Incentive Stock Option | \$ 11.91 | | | | | (3) 05/14/2022 | CFFN common stock | 33,500 | |
| CFFN Non-qualified Stock Option | \$ 11.91 | | | | | (4) 05/14/2027 | CFFN common stock | 6,400 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Van Houweling Tara
C/O CAPITOL FEDERAL FINANCIAL
700 S. KANSAS AVENUE
TOPEKA, KS 66603

Principal
Accounting
Officer

Signatures

James D. Wempe, Power of
Attorney

01/03/2013

__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) Phantom stock units were acquired under the Company's Deferred Income Bonus Plan. The units are deemed sold and settled in cash approximately three years from date of acquisition.
- (2) All options are exercisable.
- (3) 8,396 shares vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.
- (4) 1,604 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. 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.