

DICUS JOHN B
Form 4
May 18, 2012

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)
05/16/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| CFFN common stock | 05/16/2012 | | A | 44,600 | A 1,294,361 | D | |
| CFFN common stock | | | | | 63,490 | I | ESOP |
| CFFN common stock | | | | | 6,723 | I | Custodian for Child 1 |

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| | | | |
|-------------------------|-------|---|--------------------------|
| CFFN common stock | 6,791 | I | Custodian for Child 2 |
| CFFN common stock | 6,791 | I | Custodian for Child 3 |
| CFFN common stock | 226 | I | Spouse for Child 1 |
| CFFN common stock | 226 | I | Spouse for Child 2 |
| CFFN common stock | 226 | I | Spouse for 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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| CFFN Incentive Stock Option May, 2012 | \$ 11.91 | 05/16/2012 | | A | 33,584 | (2) | 05/14/2022 | CFFN common stock | 33,584 |
| CFFN Non-qualified Stock Option May, 2012 | \$ 11.91 | 05/16/2012 | | A | 100,116 | (3) | 05/14/2027 | CFFN common stock | 100,116 |
| CFFN Phantom Stock 2010 | \$ 13.9 | | | | | (4) | 12/31/2012 | CFFN common stock | 6,400 |
| CFFN | \$ 11.91 | | | | | (4) | 12/31/2013 | CFFN | 12,000 |

Phantom
Stock 2011

common
stock

CFFN
Phantom \$ 11.54
Stock 2012

(4) 12/31/2014 CFFN common stock 12,

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DICUS JOHN B C/O CAPITOL FEDERAL FINANCIAL 700 SOUTH KANSAS AVENUE TOPEKA, KS 66603 | X | | Chairman and 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) 8,396 options will vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.
- (3) 25,029 options will vest on January 10, 2013, January 10, 2014, January 10, 2015 and January 10, 2016.
- (4) 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 the 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.