

COMMERCIAL FEDERAL CORP

Form 4

December 06, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZOFFINGER GEORGE R

2. Issuer Name **and** Ticker or Trading
Symbol
COMMERCIAL FEDERAL CORP
[CFB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
13500 COMMERCIAL FEDERAL
PLAZA

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
OMAHA, NE 68154

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

(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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/02/2005		D		122 ⁽¹⁾	D	\$ 34 ₍₂₎ 0	I	Dividend Reinvestment Plan
Common Stock	12/02/2005		D		1,000	D	\$ 34 ₍₂₎ 0	I	Family Limited Partnership

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (Right to Buy)	\$ 25	12/02/2005		D	5,000	03/01/2002	03/01/2012	Common Stock	5,000	
Stock Option (Right to Buy)	\$ 17.66	12/02/2005		D	1,401	03/31/2002	03/31/2012	Common Stock	1,401	\$
Stock Option (Right to Buy)	\$ 20.06	12/02/2005		D	1,235	06/30/2002	06/30/2012	Common Stock	1,235	\$
Stock Option (Right to Buy)	\$ 21.23	12/02/2005		D	1,165	09/30/2002	09/30/2012	Common Stock	1,165	\$
Stock Option (Right to Buy)	\$ 16.88	12/02/2005		D	1,732	12/31/2002	12/31/2012	Common Stock	1,732	\$
Stock Option (Right to Buy)	\$ 22.54	12/02/2005		D	5,000	02/27/2003	02/27/2013	Common Stock	5,000	\$
Stock Option (Right to Buy)	\$ 17.67	12/02/2005		D	1,528	03/31/2003	03/31/2013	Common Stock	1,528	\$
Stock Option	\$ 16.3	12/02/2005		D	2,026	06/30/2003	06/30/2013	Common Stock	2,026	\$

(Right to Buy)

Stock Option (Right to Buy)	\$ 15.85	12/02/2005	D	1,515	09/30/2003	09/30/2013	Common Stock	1,515	\$
Stock Option (Right to Buy)	\$ 18.4	12/02/2005	D	1,631	12/31/2003	12/31/2013	Common Stock	1,631	\$
Stock Option (Right to Buy)	\$ 27.9	12/02/2005	D	5,000	02/25/2004	02/25/2014	Common Stock	5,000	\$
Stock Option (Right to Buy)	\$ 20.06	12/02/2005	D	1,644	03/31/2004	03/31/2014	Common Stock	1,644	\$
Stock Option (Right to Buy)	\$ 20.96	12/02/2005	D	1,433	06/30/2004	06/30/2014	Common Stock	1,433	\$
Stock Option (Right to Buy)	\$ 20.22	12/02/2005	D	1,335	09/30/2004	09/30/2014	Common Stock	1,335	\$
Stock Option (Right to Buy)	\$ 20.47	12/02/2005	D	1,467	12/31/2004	12/31/2014	Common Stock	1,467	\$
Stock Option (Right to Buy)	\$ 27.06	12/02/2005	D	5,000	02/23/2005	02/23/2015	Common Stock	5,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZOFFINGER GEORGE R 13500 COMMERCIAL FEDERAL PLAZA OMAHA, NE 68154	X			

Signatures

By: Joel E. Rappoport,
Attorney-in-Fact

12/06/2005

__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) This form reflects increases in beneficial ownership resulting from exempt acquisitions under the Commercial Federal Corporation Dividend Reinvestment Plan pursuant to Rule 16a-11.
- (2) Disposed of pursuant to the merger agreement between Commercial Federal Corporation and Bank of the West in exchange for cash consideration of \$34.00 per share.
- (3) This option was canceled in the merger in exchange for a cash payment representing the difference between the merger consideration of \$34.00 per share and the exercise price of the option.

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.