Maloney Matthew M.
Form 4
September 05, 2018

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 Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Maloney Matthew M.

(Last) (First) (Middle)

C/O GRUBHUB INC., 111 W. WASHINGTON STREET, SUITE 2100

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GrubHub Inc. [GRUB]

3. Date of Earliest Transaction (Month/Day/Year)
09/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	09/01/2018		M		1,636	A	(1)	9,582	D	
Common Stock	09/01/2018		F (2)		725	D	$ 144.11	8,857	D	
Common Stock	09/05/2018		S (3)		3,125	D	$ 140.8046 (4)	27,505	I	By Matthew M. Maloney Revocable Trust (5)

Common Stock		31,272	I	By Holly R. Maloney Revocable Trust (5)

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

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SEC 1474 (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)		8. Pr Deriv Secu (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(6)	09/01/2018		M			1,636	(7)	(7)	Common Stock	1,636	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maloney Matthew M. C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100 CHICAGO, IL 60602	X		CEO	

Signatures

/s/ Margo Drucker, as Attorney-in-Fact for Matthew M. Maloney	09/05/2018
**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)	One share of common stock was issued upon the vesting of each Restricted Stock Unit ("RSU").
(2)	Represents shares of common stock withheld to cover tax obligations upon the vesting of RSUs.
(3)	These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Maloney.
(4)	The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$137.67 to \$143.94, inclusive. Mr. Maloney undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
(5)	Mr. Maloney disclaims beneficial ownership of these securities except to the extent of his interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.
(6)	Each RSU represents a contingent right to receive a share of common stock or, at the option of the Compensation Committee, cash of equivalent value.
(7)	On February 9, 2017, Mr. Maloney was granted 78,534 RSUs, 25% of which vested on February 1, 2018 and the remainder of which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to his continued status as a service provider.

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. OWRAP VALIGN="bottom" WIDTH="1%">) 333 (25,942) (25,609)

Effect on net interest income

\$5,403 \$(14,967) \$(9,564) \$8,093 \$(27,412) \$(19,319)

(1) Core deposits consist of savings accounts, checking accounts and money market accounts.

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Provision for Loan Losses:

The Corporation recorded loan loss provisions totaling $4.3 million and $11.4 million, respectively, for the three and six months ended June 30, 2003, compared to $5.5 million and $12.1 million, respectively, for the three and six months ended June 30, 2002. These provisions for loan losses brings the Corporation s allowance for loan losses to a level deemed adequate by management. An analysis of the allowance for losses on loans is summarized as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In Thousands)	**2003**	**2002**	**2003**	**2002**
Beginning balance	$ 108,920	$ 102,581	$ 106,291	$ 102,451
Provision charged to operations	4,273	5,540	11,419	12,129
Charge-offs	(6,003)	(5,805)	(13,298)	(13,807)
Recoveries	1,582	1,722	4,392	3,294
Change in estimate of allowance for bulk purchased loans	(32)	(37)	(64)	(66)
Ending balance	$ 108,740	$ 104,001	$ 108,740	$ 104,001

Net loans charged-off totaled $4.4 million for the three months ended June 30, 2003, compared to $4.1 million for the three months ended June 30, 2002. Net loans charged-off totaled $8.9 million for the six months ended June 30, 2003, compared to $10.5 million for the six months ended June 30, 2002. Net charge-offs are lower for the six months ended June 30, 2003 compared to 2002 primarily due to the recovery of a commercial operating loan totaling $1.2 million in the first quarter of 2003.

The allowance for loan losses is based upon management s continuous evaluation of the collectibility of outstanding loans, which takes into consideration such factors as changes in the composition of the loan portfolio and economic conditions that may affect the borrower s ability to pay, regular examinations of specific problem loans by the Corporation s credit review team and of the overall portfolio quality and real estate market conditions in the Corporation s lending areas. Management of the Corporation believes that the present level of the allowance for loan losses is adequate to reflect the risks inherent in its portfolios. However, there can be no assurance that the Corporation will not experience increases in its nonperforming assets, that it will not increase the level of its allowance in the future or that significant provisions for losses will not be required based on factors such as deterioration in market conditions, changes in borrowers financial conditions, delinquencies and defaults.

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Provision for Loan Losses (continued):

Nonperforming assets are monitored on a regular basis by the Corporation s internal credit review and problem asset teams. Nonperforming assets are summarized as of the dates indicated:

(Dollars in Thousands)	June 30, 2003	December 31, 2002
Nonperforming loans:		
Residential real estate	$ 42,122	$ 46,394
Commercial real estate	12,752	17,890
Consumer, commercial operating and other loans	7,034	8,130
Total nonperforming loans	61,908	72,414
Foreclosed real estate:		
Commercial	6,562	2,550
Residential (includes residential development property in Nevada)	36,438	37,458
Total foreclosed real estate	43,000	40,008
Troubled debt restructurings commercial	4,961	1,547
Total nonperforming assets	$ 109,869	$ 113,969
Nonperforming loans to total loans (excluding loans held for sale)	.79%	.93%
Nonperforming assets to total assets	.85%	.87%
Total allowance for loan losses	$ 108,740	$ 106,291
Allowance for loan losses to:		
Total loans (excluding loans held for sale)	1.38%	1.36%
Total nonperforming assets	98.97%	93.26%
Total nonperforming loans	175.65%	146.78%
Nonresidential nonperforming assets	347.31%	352.93%

Nonperforming loans at June 30, 2003, decreased $10.5 million compared to December 31, 2002, primarily due to (i) net decreases in residential loans totaling $9.6 million partially offset by net increases of $5.3 million in the residential construction loan portfolio, (ii) net decreases in commercial real estate loans totaling $6.9 million offset by net increases of $1.8 million in commercial construction loans, and (iii) net decreases of $1.7 million in consumer and other loans partially offset by a net increase of $703,000 in commercial operating loans. The $3.0 million net increase in foreclosed real estate at June 30, 2003, compared to December 31, 2002, is due to the foreclosure of ten commercial properties totaling $5.7 million partially offset by the sale of six commercial properties totaling $1.4 million and net decreases in residential real estate totaling $1.0 million. The $3.4 million increase in troubled debt restructurings at June 30, 2003, compared to December 31, 2002, is due to the restructuring of one commercial real estate loan during the March 2003 quarter.

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Retail Fees and Charges:

Retail fees and charges totaled $15.0 million and $28.5 million, respectively, for the three and six months ended June 30, 2003, compared to $13.9 million and $26.3 million, respectively, for the three and six months ended June 30, 2002. The major components of retail fees and charges are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In Thousands)	**2003**	**2002**	**2003**	**2002**
Nonsufficient fund charges and overdraft fees	$ 8,579	$ 7,791	$ 16,181	$ 14,565
Service charges	2,899	3,141	5,609	6,154
Debit and credit card fees, net	2,409	1,927	4,437	3,420
Transaction fees and other	1,122	1,054	2,285	2,182
Retail fees and charges	$ 15,009	$ 13,913	$ 28,512	$ 26,321

The net increases in nonsufficient fund and overdraft fees totaling $788,000 and $1.6 million, respectively, comparing the 2003 three and six month periods to the respective 2002 periods are due primarily to increases in transaction volumes and the number of checking accounts. The increases in debit and credit card fees totaling $482,000 and $1.0 million, respectively, for the 2003 three and six month periods over the respective 2002 periods are due to increases in the number of accounts and the dollar amounts of transactions comparing the respective periods.

Loan Servicing Fees and Mortgage Servicing Rights Valuation Adjustment:

The major components of loan servicing fees for the periods indicated and the amount of loans serviced for other institutions are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In Thousands)	**2003**	**2002**	**2003**	**2002**
Revenue from loan servicing fees	$ 10,201	$ 8,007	$ 19,423	$ 15,909
Revenue from late loan payment fees	1,757	1,563	3,572	3,165
Amortization of mortgage servicing rights	(18,454)	(6,751)	(30,516)	(13,419)
Loan servicing fees, net	$ (6,496)	$ 2,819	$ (7,521)	$ 5,655
Valuation adjustments for impairment	$ (29,793)	$ (16,607)	$ (43,321)	$ (16,078)

Loans serviced for other institutions at June 30	$ 11,864,111	$ 9,652,792

The net increase in revenue from loan servicing fees comparing the respective three and six month periods of 2003 to 2002 is due to a higher average balance of mortgage loans serviced for others. The increases in amortization expense of mortgage servicing rights reflects increases in loan prepayments due to the lower interest rate environments comparing the respective periods. The amount of amortization expense of mortgage servicing rights is determined, in part, by the estimated future balance of the underlying mortgage loan servicing portfolio which is impacted by the rate of mortgage loan pay-downs.

The fair value of the Corporation s loan servicing portfolio decreases as mortgage interest rates decline and loan prepayments increase. Conversely, the value of the Corporation s loan servicing portfolio will increase as mortgage interest rates rise. The negative effect on the Corporation s income caused by a decrease in the fair value of the loan servicing portfolio in a declining interest rate environment would be offset, in part, by increased revenue from loan servicing fees attributable to new loan originations, which historically increase in periods of declining mortgage interest rates. Valuation adjustments totaling $29.8 million and $43.3 million, respectively, in impairment losses were also recorded during the three and six months ended June 30, 2003, as a reduction of the carrying amount of the mortgage servicing rights portfolio. This compares to valuation adjustments totaling $16.6 million and $16.1 million recorded during the three and six months ended June 30, 2002. Changes in the valuation allowance are due to increases or decreases in estimated loan prepayment speeds resulting from changes in interest rates. At June 30, 2003, the valuation allowance on the mortgage servicing rights portfolio totaled $121.5 million compared to $35.7 million at June 30, 2002, reflecting the increase in estimated loan prepayment speeds.

During the second quarter of 2003, the Corporation sold the servicing rights relating to $509.9 million of loans serviced for other institutions. The Corporation will continue to service these loans with the transfer of the servicing to the seller to be completed by September 30, 2003.

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Gain on Sales of Securities and Changes in Fair Values of Derivatives, Net:

During the three and six months ended June 30, 2003 and 2002, the following transactions were recorded:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In Thousands)	**2003**	**2002**	**2003**	**2002**
Gain (loss) on the sales of available-for-sale securities:				
Investment securities	$ 33,170	$ 11,698	$ 53,441	$ 8,920
Mortgages-backed securities	98		98	(371)
Net gain on the sales of available-for-sale securities	33,268	11,698	53,539	8,549
Changes in the fair value of interest rate floor agreements not qualifying for hedge accounting	5,752	2,364	4,991	1,142
Change in the fair value of interest rate cap agreement not qualifying for hedge accounting	90		90	
Amortization expense on the deferred loss on terminated interest rate swap agreements	(418)	(508)	(927)	(1,017)
Other items, net	439	29	438	66
Subtotal	5,863	1,885	4,592	191
Gain on the sales of securities and changes in fair values of derivatives, net	$ 39,131	$ 13,583	$ 58,131	$ 8,740

During the three and six months ended June 30, 2003, the Corporation sold available-for-sale investment and mortgage-backed securities totaling $552.7 million and $772.9 million, respectively, resulting in pre-tax gains of $33.3 million and $53.5 million, respectively. As part of management s strategy to manage the market risk associated with the Corporation s mortgage servicing rights portfolio due to decreases in mortgage interest rates, the Corporation recognized these gains on the sale of these investment and mortgage-backed securities to partially offset (i) the valuation adjustment losses totaling $29.8 million and $43.3 million, respectively, in the mortgage servicing rights portfolio and (ii) the excess amortization of mortgage servicing rights over normalized levels due to the acceleration of mortgage loan pay-downs. For the three months ended June 30, 2002, the Corporation sold available-for-sale investment securities totaling $598.9 million, resulting in a pre-tax gain of $11.7 million. This gain on the sales of investment securities was recognized to partially offset the valuation adjustment loss totaling $16.6 million in the mortgage servicing rights portfolio recorded in the quarter ended June 30, 2002. During the first quarter of 2002, the Corporation incurred pre-tax losses totaling $3.1 million on the sales of $144.1 million of available-for-sale investment and mortgage-backed securities. The proceeds from the sales of these securities were reinvested into higher yielding securities.

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Gain on Sales of Loans:

The category in the Consolidated Statement of Operations entitled Gain on Sales of Loans includes changes in the fair values of certain derivative financial instruments (forward loan sales commitments and conforming commitments to originate loans) and hedged items (warehouse loans) in addition to gains on the sales of loans. The Corporation recorded net gains on (i) the sales of loans and (ii) changes in the fair values of certain derivative financial instruments and hedged items during the three and six months ended June 30, 2003, totaling $8.5 million and $14.0 million, respectively, compared to net gains of $3.5 million and $7.0 million for the three and six months ended June 30, 2002. During the three and six months ended June 30, 2003, loans totaling $1.5 billion and $2.8 billion, respectively, were sold resulting in a pre-tax loss of $708,000 for the 2003 second quarter and a pre-tax gain of $2.0 million for the six month 2003 period. During the three and six months ended June 30, 2002, loans totaling $541.1 million and $1.2 billion were sold resulting in pre-tax gains of $4.0 million and $8.6 million, respectively. Loans are typically originated by the Corporation and sold in the secondary market with loan servicing retained and without recourse to the Corporation.

The forward loan sales commitments and conforming commitments to originate loans and warehouse loans are recorded at fair value with the changes in fair value reported in current earnings. For the three and six months ended June 30, 2003, the net changes in the fair values of these derivative financial instruments, call options and certain hedged items resulted in net pre-tax gains approximating $9.2 million and $12.0 million, respectively. These changes in fair values compare to net losses totaling $475,000 and $1.6 million recorded for the three and six months ended June 30, 2002, respectively.

Other Operating Income:

Other operating income totaled $7.6 million and $13.3 million, respectively, for the three and six months ended June 30, 2003, compared to $7.9 million and $15.8 million for the three and six months ended June 30, 2002. The major components of other operating income are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In Thousands)	**2003**	**2002**	**2003**	**2002**
Brokerage commissions	$ 2,232	$ 2,207	$ 4,106	$ 4,288
Insurance services income	1,871	1,240	2,810	2,994
Credit life and disability commissions	207	1,105	367	1,727
Loan fee income	1,416	1,796	2,780	3,872
Other	1,901	1,558	3,220	2,901
Total other operating income	$ 7,627	$ 7,906	$ 13,283	$ 15,782

Net changes in brokerage commissions comparing the respective periods is due to stock market activity related to customer transactions. Net insurance services income increased $631,000 comparing the three months ended June 30, 2003 to 2002 primarily due to an increase in annuity sales. Insurance services income decreased $184,000 comparing the six months ended June 30, 2003 to 2002 due primarily to increases in life insurance related expenses totaling $282,000 and accident and health insurance related expenses totaling $141,000. These increases in expense were partially offset by increases in premium income totaling $114,000 and $101,000, respectively, for life insurance and accident and health insurance. Credit life and disability commissions decreased $898,000 and $1.4 million, respectively, for the three and six months ended June 30, 2003, compared to the 2002 periods due to lower volumes of policies written.

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General and Administrative Expenses:

General and administrative expenses totaled $71.1 million and $137.7 million, respectively, for the three and six months ended June 30, 2003, compared to $63.0 million and $125.6 million, respectively, for the three and six months ended June 30, 2002. The net increase in the 2003 three month period compared to the 2002 is primarily due to increases in compensation and benefits, other operating expenses, advertising and occupancy and equipment partially offset by decreases in foreclosed real estate expenses. Compensation and benefits increased $3.5 million for the three months ended June 30, 2003, over the 2002 quarter primarily due to increased production incentive bonuses, more full-time equivalent employees at June 30, 2003, compared to 2002 and annual merit increases effective March 1, 2003. Other operating expenses increased $3.2 million for the three months ended June 30, 2003 compared to 2002 due primarily to increased mortgage loan servicing costs. Advertising increased $1.3 million primarily due to the new cash back incentive program on debit and credit card transactions which started in the fourth quarter of 2002 and the expanded promotion of consumer loans. The increase in occupancy and equipment is primarily due to additional costs related to new branch locations and retail system upgrades comparing the respective periods. Foreclosed real estate decreased $1.3 million due primarily to impairment losses recorded during the 2002 period. Outside services decreased $595,000 primarily due to decreases in consulting services comparing the respective quarters.

The net increase for the six months ended June 30, 2003, compared to 2002 is due primarily to increases in compensation and benefits, other operating expenses, advertising and occupancy and equipment partially offset by net decreases in outside services and foreclosed real estate. Compensation and benefits increased $5.8 million due primarily to more full-time equivalent employees at June 30, 2003 compared to 2002, annual merit increases effective March 1, 2003, increased production incentive bonuses and higher employer taxes. Other operating expense increased $3.4 million due primarily to increased mortgage loan servicing costs. Advertising increased $2.5 million primarily to the new cash back incentive program for debit and credit card transactions and expanded promotion of products relating to checking accounts and Internet banking. Occupancy and equipment increased $2.3 million due primarily to additional costs related to new branch locations and retail system upgrades comparing the respective periods. Outside services decreased $1.8 million due primarily to decreases in consulting services comparing the six month periods. Foreclosed real estate expenses decreased $1.3 million due primarily to a $1.9 million impairment loss recorded in the 2002 six month period on the residential master planned community property in Nevada.

Amortization of Core Value of Deposits:

For the three and six months ended June 30, 2003, amortization of core value of deposits totaled $1.5 million and $3.1 million, respectively, compared to $1.6 million and $3.3 million, respectively, for the three and six months ended June 30, 2002. The net decrease in amortization expense for the current 2003 periods compared to the respective 2002 periods is primarily due to core value of deposits amortizing on an accelerated basis.

Provision for Income Taxes:

The provision for income taxes totaled $8.7 million and $17.5 million, respectively, for the three and six months ended June 30, 2003, compared to $11.5 million and $22.9 million, respectively, for the three and six months ended June 30, 2002. The effective income tax rate for the three and six months ended June 30, 2003, was 27.8% and 27.6%, respectively, compared to 29.5% and 29.2%, for the respective 2002 periods. The effective income tax rates are lower for the current 2003 periods compared to the respective 2002 period due to the level of pre-tax income and increases in tax-exempt interest income and tax credits. The effective tax rate for the three and six months ended June 30, 2003 and 2002, vary from the statutory rate of 35.0% primarily due to tax benefits from the bank owned life insurance, tax-exempt interest income and tax credits.

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Item 3. QUANTITATIVE AND QUALITATIVE

DISCLOSURES ABOUT MARKET RISK

Information as of June 30, 2003, concerning the Corporation s exposure to market risk, which has remained relatively unchanged from December 31, 2002, is incorporated by reference under Item 7A Quantitative and Qualitative Disclosures About Market Risk in the Corporation s Annual Report on Form 10-K for the Corporation s year ended December 31, 2002.

Item 4. CONTROLS AND PROCEDURES

The Corporation s Chief Executive Officer and Chief Financial Officer have evaluated the Corporation s disclosure controls and procedures (as such term is defined in Rule 13a-14 (c) under the Exchange Act) as of June 30, 2003. Based upon such evaluation, the Corporation s Chief Executive Officer and Chief Financial Officer have concluded that as of June 30, 2003, such disclosure controls and procedures are effective to ensure that the information required to be disclosed by the Corporation in the reports it files under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Security and Exchange Commission s rules and forms. Any system of controls can only provide reasonable assurance of the objectives the systems are designed to obtain. The Corporation s Chief Executive Officer and Chief Financial Officer have concluded that the Corporation s disclosure controls and procedures are, in fact, effective at a reasonable assurance level.

There have been no changes in the Corporation s internal controls over financial reporting (to the extent that elements of internal control over financial reporting are subsumed within disclosure controls and procedures) identified in connection with the evaluation described in the above paragraph that occurred during the Corporation s last fiscal quarter, that has materially affected, or is reasonably likely to materially affect, the Corporation s internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders

(a). The Corporation held its Annual Meeting of Stockholders on May 13, 2003, in Omaha, Nebraska. The inspector of election issued his certified final report on May 13, 2003, for the election of directors voted upon at such Annual Meeting.

(b). Not applicable.

(c). The proposal voted upon at the Annual Meeting was for the election of four individuals as directors for three year terms. The results of voting were as follows:

Proposal 1 Election of Directors

Nominee	Votes For	Votes Withheld	Broker Non Votes
For terms to expire in 2006:			
Michael P. Glinsky	26,228,266	11,898,855	None
Robert S. Milligan	27,376,291	10,750,830	None
George R. Zoffinger	27,293,502	10,833,619	None
Joseph J. Whiteside	26,344,156	11,782,965	None

The following individuals whose term of office continued after the Annual Meeting are: Messrs. Talton K. Anderson, Carl G. Mammel, James P. O Donnell, Robert J. Hutchinson, William A. Fitzgerald, Robert D. Taylor and Aldo J. Tesi.

(d). Not applicable.

Item 5. Other Information

On May 12, 2003, the Corporation s Board of Directors approved an increase to the Corporation s quarterly cash dividend to $.10 per common share from $.09 per common share. The new dividend rate of $.10 per common share was paid on July 10, 2003, to stockholders of record as of June 26, 2003.

Item 6. Exhibits and Reports on Form 8-K (a). Exhibits:

31.1 - Chief Executive Officer s Rule 13a - 14 (a) Certification.
31.2 - Chief Financial Officer s Rule 13a - 14 (a) Certification.
32.1 - Certificate of the Chief Executive Officer and the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b). Reports on Form 8-K:

On April 24, 2003, the Corporation filed a Form 8-K reporting under Item 9 and Item 7 furnishing its earnings release dated April 24, 2003, for the quarter ended March 31, 2003.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COMMERCIAL FEDERAL CORPORATION
(Registrant)

Date: August 8, 2003

/s/ David S. Fisher

David S. Fisher, Executive Vice President

and Chief Financial Officer

(Duly Authorized Officer and Principal Financial Officer)

Date: August 8, 2003

/s/ Gary L. Matter

Gary L. Matter, Senior Vice President,

Controller and Secretary

(Principal Accounting Officer)

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