COMMERCIAL FEDERAL CORP
Form 4
December 06, 2005

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 *
ZOFFINGER GEORGE R

(Last) (First) (Middle)

13500 COMMERCIAL FEDERAL PLAZA

(Street)

OMAHA, NE 68154

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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	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.

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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. D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
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.
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