

GRIFFITH JOHN J
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 *
GRIFFITH JOHN J

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
__X__ Officer (give title ____ Other (specify
below) below)
First Vice President/CFB

(Street)
OMAHA, NE 68154

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)		
			Code	V	Amount (A) or (D) Price (1)				
Common Stock	12/02/2005		D		3,481 \$ 34 (1)	0	D		
Common Stock	12/02/2005		D		5,010 (2)	\$ 34 (1)	0	I	By 401(k)
Common Stock	12/02/2005		D		2,277 (2)	\$ 34 (1)	0	I	By Restricted Stock

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**

SEC 1474
(9-02)

required to respond unless the form
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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	9. Cost or Other Value
Stock Option (right to buy)	\$ 24.19	12/02/2005		D	5,000	05/12/1999 05/12/2009	Common Stock	5,000	\$
Stock Option (Right to Buy)	\$ 15.69	12/02/2005		D	7,800	05/17/2000 05/17/2010	Common Stock	7,800	\$
Stock Option (Right to Buy)	\$ 22	12/02/2005		D	7,000	03/01/2001 03/01/2011	Common Stock	7,000	\$
Stock Option (Right to Buy)	\$ 25	12/02/2005		D	7,000	03/01/2002 03/01/2012	Common Stock	7,000	\$
Stock Option (Right to Buy)	\$ 22.54	12/02/2005		D	7,500	02/27/2003 02/27/2013	Common Stock	7,500	\$
Stock Option (Right to Buy)	\$ 27.9	12/02/2005		D	6,000	02/25/2004 02/25/2014	Common Stock	6,000	\$
Stock Option (Right to Buy)	\$ 27.06	12/02/2005		D	9,000	02/23/2005 02/23/2015	Common Stock	9,000	\$

Stock Option (right to buy)	\$ 17.22	12/02/2005	D	246	06/13/1996	06/13/2006	Common Stock	246
Stock Option (right to buy)	\$ 22.17	12/02/2005	D	2,264	05/14/1997	05/14/2007	Common Stock	2,264
Stock Option (Right to Buy)	\$ 34.16	12/02/2005	D	3,927	05/13/1998	05/13/2008	Common Stock	3,927
Stock Option (Right to Buy)	\$ 34.16	12/02/2005	D	1,073	05/14/1998	05/14/2008	Common Stock	1,073

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GRIFFITH JOHN J
13500 COMMERCIAL FEDERAL PLAZA
OMAHA, NE 68154

First Vice President/CFB

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) 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.
- (2) This amount reflects a reinvestment of dividends.
- (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.
- (4) Because the exercise price of this option exceeded the merger consideration of \$34.00 per share, a \$0.50 cash dividend was paid for each share subject to this option and the option was then cancelled.

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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