

ANDERSON TALTON K

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
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDERSON TALTON K

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 Ownership (Instr. 4)
Common Stock	12/02/2005		D	28,250	D		
				(A) or (D)	Price \$ 34 (1)	0	
Common Stock	12/02/2005		D	7,275	D		Dividend Reinvestment Plan
				(2)	(1)	0	
Common Stock	12/02/2005		D	19,125	D		Family
				(1)	(1)	0	

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
displays a currently valid OMB control
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
Stock Option (right to buy)	\$ 22.17	12/02/2005		D	4,500	05/14/1997 05/14/2007	Common Stock	4,500
Stock Option (Right to Buy)	\$ 34.16	12/02/2005		D	5,000	05/13/1998 05/13/2008	Common Stock	5,000
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	1,305	12/31/2003 12/31/2013	Common Stock	1,305
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	1,345	03/31/2004 03/31/2014	Common Stock	1,345
Stock Option (Right to Buy)	\$ 20.96	12/02/2005		D	1,720	06/30/2004 06/30/2014	Common Stock	1,720

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Stock Option (Right to Buy)	\$ 20.22	12/02/2005	D	1,187	09/30/2004	09/30/2014	Common Stock	1,187	\$
Stock Option (Right to Buy)	\$ 20.47	12/02/2005	D	1,173	12/31/2004	12/31/2014	Common Stock	1,173	\$
Stock Option (Right to Buy)	\$ 27.06	12/02/2005	D	5,000	02/23/2005	02/23/2015	Common Stock	5,000	\$
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)	\$ 17.67	12/02/2005	D	1,654	09/30/1999	09/30/2009	Common Stock	1,654	\$
Stock Option (Right to Buy)	\$ 14.53	12/02/2005	D	2,167	12/31/1999	12/31/2009	Common Stock	2,167	\$
Stock Option (Right to Buy)	\$ 12.61	12/02/2005	D	2,142	03/31/2000	03/31/2010	Common Stock	2,142	\$
Stock Option (Right to Buy)	\$ 15.69	12/02/2005	D	5,000	05/17/2000	05/17/2010	Common Stock	5,000	\$
Stock Option (Right to Buy)	\$ 12.47	12/02/2005	D	2,527	06/30/2000	06/30/2010	Common Stock	2,527	\$
Stock Option (Right to Buy)	\$ 12.33	12/02/2005	D	2,374	09/30/2000	09/30/2010	Common Stock	2,374	\$
Stock Option (Right to Buy)	\$ 14.48	12/02/2005	D	1,862	12/31/2000	12/31/2010	Common Stock	1,862	\$
	\$ 22	12/02/2005	D	5,000	03/01/2001	03/01/2011		5,000	\$

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Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 14.95	12/02/2005	D	1,805	03/31/2001	03/31/2011	Common Stock	1,805	
Stock Option (Right to Buy)	\$ 16.43	12/02/2005	D	1,645	06/30/2001	06/30/2011	Common Stock	1,645	\$
Stock Option (Right to Buy)	\$ 17.29	12/02/2005	D	1,563	09/30/2001	09/30/2011	Common Stock	1,563	\$
Stock Option (Right to Buy)	\$ 17.99	12/02/2005	D	1,502	12/31/2001	12/31/2011	Common Stock	1,502	\$
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	1,646	06/30/2002	06/30/2012	Common Stock	1,646	\$
Stock Option (Right to Buy)	\$ 21.23	12/02/2005	D	1,060	09/30/2002	09/30/2012	Common Stock	1,060	\$
Stock Option (Right to Buy)	\$ 16.88	12/02/2005	D	1,332	12/31/2002	12/31/2012	Common Stock	1,332	\$
Stock Option (Right to Buy)	\$ 17.67	12/02/2005	D	1,358	03/31/2003	03/31/2013	Common Stock	1,358	\$
	\$ 16.3	12/02/2005	D	2,210	06/30/2003	06/30/2013		2,210	\$

Stock
Option
(Right to
Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ANDERSON TALTON K 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) 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 form reflects increases in beneficial ownership resulting from exempt acquisitions under the Commercial Federal Corporation Dividend Reinvestment Plan pursuant to Rule 16a-11.
- (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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