

GRIFFITH JOHN J
Form 4
December 06, 2005

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
First Vice President/CFB

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

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) (1) | | |
| Common Stock | 12/02/2005 | | D | | 3,481 | D | |
| Common Stock | 12/02/2005 | | D | | 5,010 (2) | D | By 401(k) |
| Common Stock | 12/02/2005 | | D | | 2,277 (2) | D | 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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| 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. 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.