

FITZGERALD WILLIAM A
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 *
FITZGERALD WILLIAM A

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)
10/21/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & Chairman of Board

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 12/02/2005 | | D | 158,018 D \$ 34 (1) | 0 | D | |
| Common Stock | 10/21/2005 | | S | 191,152 (2) D \$ 34.19 | 0 | I | By 401(k) |
| Common Stock | 12/02/2005 | | D | 3,499 (3) D \$ 34 (1) | 0 | I | By Rabbi Trust |
| Common Stock | 12/02/2005 | | D | 21,420 D \$ 34 (1) | 0 | I | By Restricted Stock |
| Common Stock | 12/02/2005 | | D | 12,536 D \$ 34 (1) | 0 | I | By Spouse |

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| | | | | | | | | | |
|--------------|------------|--|---|----------------------|---|---------------------|---|---|------------------------------------|
| Common Stock | 12/02/2005 | | D | 20,122 <u>(3)</u> | D | \$ 34 <u>(1)</u> | 0 | I | By Stk Opt & Rst Stk Deferral Plan |
| Common Stock | 12/02/2005 | | D | 919 <u>(3)</u> | D | \$ 34 <u>(1)</u> | 0 | I | Spouse-DRIP |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Stock Option (right to buy) | \$ 17.22 | 12/02/2005 | | D | 45,000 | 06/13/1996 06/13/2006 | Common Stock 45,000 |
| Stock Option (right to buy) | \$ 22.17 | 12/02/2005 | | D | 45,000 | 05/14/1997 05/14/2007 | Common Stock 45,000 |
| Stock Option (Right to Buy) | \$ 34.16 | 12/02/2005 | | D | 150,000 | 05/13/1998 05/13/2008 | Common Stock 150,000 |
| Stock Option (right to buy) | \$ 24.19 | 12/02/2005 | | D | 96,447 | 05/12/1999 05/12/2009 | Common Stock 96,447 |
| Stock Option (Right to Buy) | \$ 15.69 | 12/02/2005 | | D | 113,527 | 05/17/2000 05/17/2010 | Common Stock 113,527 |
| Stock Option (Right to buy) | \$ 22 | 12/02/2005 | | D | 142,478 | 03/01/2001 03/01/2011 | Common Stock 142,478 |

Buy)

Stock

Option
(Right to
Buy)

\$ 25

12/02/2005

D

150,000

03/01/2002

03/01/2012

Common
Stock

150,000

Stock

Option
(Right to
Buy)

\$ 22.54

12/02/2005

D

100,000

02/27/2003

02/27/2013

Common
Stock

100,000

Stock

Option
(Right to
Buy)

\$ 27.9

12/02/2005

D

75,000

02/25/2004

02/25/2014

Common
Stock

75,000

Stock

Option
(Right to
Buy)

\$ 27.06

12/02/2005

D

60,000

02/23/2005

02/23/2015

Common
Stock

60,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FITZGERALD WILLIAM A 13500 COMMERCIAL FEDERAL PLAZA OMAHA, NE 68154 | X | | CEO & Chairman of Board | |

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) Transfer of shares from 401(k) Plan's issuer stock fund to another investment election under the 401(k) Plan.
- (3) This amount reflects a reinvestment of dividends.
- (4) 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.
- (5) 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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