

FISHER DAVID S

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 *
FISHER DAVID S

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)
Chief Financial Officer

(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)
Common Stock	12/02/2005		D	(A) or (D) V Amount Price 2,547 D \$ 34 (1)	0	D	
Common Stock	12/02/2005		D	(A) or (D) V Amount Price 1,591 D \$ 34 (2) (1)	0	I	By 401(k)
Common Stock	12/02/2005		D	(A) or (D) V Amount Price 7,918 D \$ 34 (1)	0	I	By Restricted Stock
Common Stock	12/02/2005		D	(A) or (D) V Amount Price 2,397 D \$ 34 (2) (1)	0	I	By Stk Opt & Rst Stk Deferral

Plan

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 or Number of Shares
Stock Option (Right to Buy)	\$ 22	12/02/2005		D		40,000		03/01/2001	03/01/2011	Common Stock	40,000
Stock Option (Right to Buy)	\$ 25	12/02/2005		D		50,000		03/01/2002	03/01/2012	Common Stock	50,000
Stock Option (Right to Buy)	\$ 22.54	12/02/2005		D		40,000		02/27/2003	02/27/2013	Common Stock	40,000
Stock Option (Right to Buy)	\$ 27.9	12/02/2005		D		40,000		02/25/2004	02/25/2014	Common Stock	40,000
Stock Option (Right to Buy)	\$ 27.06	12/02/2005		D		30,000		02/23/2005	02/23/2015	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

FISHER DAVID S
13500 COMMERCIAL FEDERAL PLAZA
OMAHA, NE 68154

Chief Financial Officer

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.

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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