

MATTER GARY L
Form 4
December 06, 2005

FORM 4

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

OMB APPROVAL

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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 *
MATTER GARY L

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
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr. V.P. & Controller

(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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	12/02/2005		D		\$ 34 (1)	0	D
Common Stock	12/02/2005		D		\$ 34 (2)	0	I By Rabbi Trust
Common Stock	12/02/2005		D		\$ 34 (1)	0	I By Restricted Stock
Common Stock	12/02/2005		D		\$ 34 (2)	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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 17.22	12/02/2005		D		2,018	06/13/1996	06/13/2006	Common Stock	2,018
Stock Option (right to buy)	\$ 22.17	12/02/2005		D		3,480	05/14/1997	05/14/2007	Common Stock	3,480
Stock Option (Right to Buy)	\$ 34.16	12/02/2005		D		25,800	05/13/1998	05/13/2008	Common Stock	25,800
Stock Option (right to buy)	\$ 24.19	12/02/2005		D		13,500	05/12/1999	05/12/2009	Common Stock	13,500
Stock Option (Right to Buy)	\$ 15.69	12/02/2005		D		15,000	05/17/2000	05/17/2010	Common Stock	15,000
Stock Option (Right to Buy)	\$ 22	12/02/2005		D		12,000	03/01/2001	03/01/2011	Common Stock	12,000
	\$ 25	12/02/2005		D		10,000	03/01/2002	03/01/2012		10,000

Stock Option (Right to Buy)	Price	Grant Date	Exercise Price	Quantity	Expiration Date	Common Stock	Quantity
Stock Option (Right to Buy)	\$ 22.54	12/02/2005	D	10,000	02/27/2003 02/27/2013	Common Stock	10,000
Stock Option (Right to Buy)	\$ 27.9	12/02/2005	D	7,500	02/25/2004 02/25/2014	Common Stock	7,500
Stock Option (Right to Buy)	\$ 27.06	12/02/2005	D	7,500	02/23/2005 02/23/2015	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTER GARY L 13500 COMMERCIAL FEDERAL PLAZA OMAHA, NE 68154			Sr. V.P. & Controller	

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.