

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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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 \*  
 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  
 (Street)

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

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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SEC 1474  
(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 of 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. 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.