

COMMERCIAL FEDERAL CORP  
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 \*  
TAYLOR ROBERT D

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)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

13500 COMMERCIAL FEDERAL PLAZA

(Street)

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

OMAHA, NE 68154

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  | Code                           | V   | Amount  | (D)  |   |
| Common Stock                    | 12/02/2005                           |  | D                              |   | \$ 34<br><u>(1)</u>   | 0  | D   |
| Common Stock                    | 12/02/2005                           |  | D                              | 1   | \$ 34<br><u>(1)</u>   | 0  | I<br>Dividend Reinvestment Plan                       |

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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**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)                | \$ 22.17   | 12/02/2005                           |  | D                              | 4,500   | 05/14/1997   | 05/14/2007      | Common Stock  | 4,500                         |
| Stock Option (Right to Buy)                | \$ 34.16   | 12/02/2005                           |  | D                              | 5,000   | 05/13/1998   | 05/13/2008      | Common Stock  | 5,000                         |
| Stock Option (Right to Buy)                | \$ 20.96   | 12/02/2005                           |  | D                              | 1,432   | 06/30/2004   | 06/30/2014      | Common Stock  | 1,432                         |
| Stock Option (Right to Buy)                | \$ 20.22   | 12/02/2005                           |  | D                              | 1,707   | 09/30/2004   | 09/30/2014      | Common Stock  | 1,707                         |
| Stock Option (Right to Buy)                | \$ 20.47   | 12/02/2005                           |  | D                              | 1,393   | 12/31/2004   | 12/31/2014      | Common Stock  | 1,393                         |
| Stock Option (Right to Buy)                | \$ 27.06   | 12/02/2005                           |  | D                              | 5,000   | 02/23/2005   | 02/23/2015      | Common Stock  | 5,000                         |
| 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)                | \$ 17.67   | 12/02/2005                           |  | D                              | 1,527   | 09/30/1999   | 09/30/2009      | Common Stock  | 1,527                         |

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|                             |          |            |   |       |            |            |              |       |
|-----------------------------|----------|------------|---|-------|------------|------------|--------------|-------|
| Stock Option (Right to Buy) | \$ 14.53 | 12/02/2005 | D | 2,167 | 12/31/1999 | 12/31/2009 | Common Stock | 2,167 |
| Stock Option (Right to Buy) | \$ 15.69 | 12/02/2005 | D | 5,000 | 05/17/2000 | 05/17/2010 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 14.48 | 12/02/2005 | D | 1,862 | 12/31/2000 | 12/31/2010 | Common Stock | 1,862 |
| Stock Option (Right to Buy) | \$ 22    | 12/02/2005 | D | 5,000 | 03/01/2001 | 03/01/2011 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 14.95 | 12/02/2005 | D | 1,805 | 03/31/2001 | 03/31/2011 | Common Stock | 1,805 |
| Stock Option (Right to Buy) | \$ 16.43 | 12/02/2005 | D | 1,645 | 06/30/2001 | 06/30/2011 | Common Stock | 1,645 |
| Stock Option (Right to Buy) | \$ 17.29 | 12/02/2005 | D | 1,563 | 09/30/2001 | 09/30/2011 | Common Stock | 1,563 |
| Stock Option (Right to Buy) | \$ 17.99 | 12/02/2005 | D | 1,502 | 12/31/2001 | 12/31/2011 | Common Stock | 1,502 |
| Stock Option (Right to Buy) | \$ 25    | 12/02/2005 | D | 5,000 | 03/01/2002 | 03/01/2012 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 17.66 | 12/02/2005 | D | 1,401 | 03/31/2002 | 03/31/2012 | Common Stock | 1,401 |
| Stock Option (Right to Buy) | \$ 20.06 | 12/02/2005 | D | 1,459 | 06/30/2002 | 06/30/2012 | Common Stock | 1,459 |
|                             | \$ 21.23 | 12/02/2005 | D | 1,272 | 09/30/2002 | 09/30/2012 |              | 1,272 |

|                             |          |            |   |       |            |            |  |              |       |
|-----------------------------|----------|------------|---|-------|------------|------------|--|--------------|-------|
| Stock Option (Right to Buy) |          |            |   |       |            |            |  | Common Stock |       |
| Stock Option (Right to Buy) | \$ 16.88 | 12/02/2005 | D | 1,598 | 12/31/2002 | 12/31/2012 |  | Common Stock | 1,598 |
| Stock Option (Right to Buy) | \$ 22.54 | 12/02/2005 | D | 5,000 | 02/27/2003 | 02/27/2013 |  | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 17.67 | 12/02/2005 | D | 1,698 | 03/31/2003 | 03/31/2013 |  | Common Stock | 1,698 |
| Stock Option (Right to Buy) | \$ 16.3  | 12/02/2005 | D | 2,026 | 06/30/2003 | 06/30/2013 |  | Common Stock | 2,026 |
| Stock Option (Right to Buy) | \$ 15.85 | 12/02/2005 | D | 1,894 | 09/30/2003 | 09/30/2013 |  | Common Stock | 1,894 |
| Stock Option (Right to Buy) | \$ 18.4  | 12/02/2005 | D | 1,631 | 12/31/2003 | 12/31/2013 |  | Common Stock | 1,631 |
| Stock Option (Right to Buy) | \$ 27.9  | 12/02/2005 | D | 5,000 | 02/25/2004 | 02/25/2014 |  | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 20.06 | 12/02/2005 | D | 1,495 | 03/31/2004 | 03/31/2014 |  | Common Stock | 1,495 |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| TAYLOR ROBERT D<br>13500 COMMERCIAL FEDERAL PLAZA<br>OMAHA, NE 68154 | X             |           |         |       |

## 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 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.
- (3) 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.