

CAPITOL FEDERAL FINANCIAL  
Form 8-K/A  
May 10, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 8-K/A  
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 9, 2004

CAPITOL FEDERAL FINANCIAL

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(Exact name of registrant as specified in its charter)

United States

0-24118

48-1212142

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(State or other jurisdiction  
jurisdiction of incorporation)

(Commission File No.)

(IRS Employer  
Identification Number)

700 Kansas Avenue Topeka, Kansas

66603

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (785) 235-1341

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N/A

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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The purpose of this amendment is to correct the information contained in the original filing regarding director fees paid to John C. Dicus and John B. Dicus and to clarify certain information in the original filing regarding Capitol Federal Financial's Short-Term Incentive Plan.

Item 1.01 Entry Into a Material Definitive Agreement

*Change In Director Fee Structure*

On January 25, 2005, the Board of Directors of Capitol Federal Financial (the "Company") changed the fee structure for the non-employee directors of the Company and the Company's wholly owned subsidiary, Capitol Federal Savings Bank (the "Bank"). Under the new structure, each non-employee director receives an annual retainer, paid monthly (beginning January 2005), of \$20,000 for his or her service on the Bank's Board of Directors and \$20,000 for his or her service on the Company's Board of Directors (\$40,000 in total). No additional fees will be paid for attending Board or Board committee meetings. Previously, all non-employee directors received a monthly retainer of \$1,000 for service on the Bank's Board of Directors and \$1,000 for each meeting of the Bank's Board of Directors. In addition, each non-employee director received \$1,000 for each Bank Board committee meeting attended in person and \$250 for each Bank Board committee meeting attended telephonically, except that the Chairperson of the Audit Committee, Marilyn S. Ward, received \$1,250 for each Audit Committee meeting attended. Under the old structure, during the Company's fiscal year ended September 30, 2004, each non-employee director was paid, on average, approximately \$35,000. John C. Dicus, Chairman of the Board, and John B. Dicus, President and Chief Executive Officer, were each paid \$24,000 for fiscal year 2004 and will be paid the same amount for fiscal 2005.

*Setting of Fiscal 2005 Performance Criteria Under Short-Term Incentive Plan*

On December 9, 2004, the Compensation Committee of the Company's Board of Directors set the performance criteria for fiscal year 2005 under the Company's Short-Term Incentive Plan. This plan provides for annual bonus awards, as a percentage of base salary, to selected management personnel based on the achievement of pre-established corporate and individual performance criteria. Awards, if any, are typically made in January for the fiscal year ended the preceding September 30<sup>th</sup>. Currently, for executive officers of the Bank, a portion of any bonus awarded under the Short-Term Incentive Plan (from \$2,000 to as much as 50% of the award, up to a maximum of \$100,000), may be deferred for a three-year period through the Company's Deferred Incentive Bonus Plan. The total of the amount



End.