

PARKS KEVIN C
Form 4
March 04, 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 *
PARKS KEVIN C

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)
03/02/2005

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

450 REGENCY PARKWAY, ATRIUM WEST

(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 68114

(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					
Common Stock	03/02/2005		M		2,588	A	\$ 12.14	7,623	D	
Common Stock	03/02/2005		M		10,000	A	\$ 15.69	17,623	D	
Common Stock	03/02/2005		M		5,274	A	\$ 17.22	22,897	D	
Common Stock	03/02/2005		M		12,000	A	\$ 22	34,897	D	
Common Stock	03/02/2005		M		4,950	A	\$ 22.17	39,847	D	

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Common Stock	03/02/2005	M	8,000	A	\$ 22.54	47,847	D	
Common Stock	03/02/2005	M	7,000	A	\$ 24.19	54,847	D	
Common Stock	03/02/2005	M	10,000	A	\$ 25	64,847	D	
Common Stock	03/02/2005	S	59,300	D	\$ 27.5	5,547	D	
Common Stock	03/02/2005	S	116	D	\$ 27.68	5,431	D	
Common Stock	03/02/2005	S	396	D	\$ 27.74	5,035	D	
Common Stock						5,196	I	By 401(k)
Common Stock						124	I	By Rabbi Trust
Common Stock						4,782	I	By Restricted Stock
Common Stock						3,348	I	By Stk Opt & Rst Stk Deferral Plan
Common Stock						379	I	Dividend Reinvestment Plan

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)	Amount or Number of Shares
						Date Exercisable	Expiration Date	Title
						Code	V (A)	(D)

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Stock Option (right to buy)	\$ 12.14	03/02/2005	M	2,588	06/30/1995	06/30/2005	Common Stock	2,588
Stock Option (right to buy)	\$ 17.22	03/02/2005	M	5,274	06/13/1996	06/13/2006	Common Stock	5,274
Stock Option (right to buy)	\$ 22.17	03/02/2005	M	4,950	05/14/1997	05/14/2007	Common Stock	4,950
Stock Option (right to buy)	\$ 24.19	03/02/2005	M	7,000	05/12/1999	05/12/2009	Common Stock	7,000
Stock Option (Right to Buy)	\$ 15.69	03/02/2005	M	10,000	05/17/2000	05/17/2010	Common Stock	10,000
Stock Option (Right to Buy)	\$ 22	03/02/2005	M	12,000	03/01/2001	03/01/2011	Common Stock	12,000
Stock Option (Right to Buy)	\$ 25	03/02/2005	M	10,000	03/01/2002	03/01/2012	Common Stock	10,000
Stock Option (Right to Buy)	\$ 22.54	03/02/2005	M	8,000	02/27/2003 ⁽¹⁾	02/27/2013	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARKS KEVIN C 450 REGENCY PARKWAY ATRIUM WEST OMAHA, NE 68114			Sr. V.P.	

Signatures

By: Gary R. Bronstein,
Attorney-in-Fact

03/04/2005

__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) One third vest at 2/27/2004, 2/27/2005 and 2/27/2006.

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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