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COMMERCIAL FEDERAL CORP

Form 8-K

February 28, 2005

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): February 24, 2005

COMMERCIAL FEDERAL CORPORATION

(Exact name of registrant as specified in its charter)

NEBRASKA

1-11515

47-0658852

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification Number)

13220 CALIFORNIA STREET, OMAHA, NEBRASKA

68154

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number including area code: (402) 554-9200

NOT APPLICABLE

(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

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Exchange Act (17 CFR 240.13e-4(c))

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ITEM 8.01 OTHER EVENTS

On February 24, 2005, Commercial Federal Corporation (the "Corporation") issued a press release announcing (i) the declaration of a regular quarterly cash dividend of \$.135 per share to shareholders of record as of March 24, 2005, with a payment date on April 7, 2005, and (ii) that the Corporation's board of directors has voted to terminate the Corporation's stockholder's rights plan effective February 28, 2005. For more information, reference is made to the Corporation's press release dated February 24, 2005, which is filed with this Report as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENT AND EXHIBITS

(a) Not applicable.

(b) Not applicable.

(c) The following exhibit is filed herewith:

Exhibit 99.1 Press Release dated February 24, 2005

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COMMERCIAL FEDERAL CORPORATION

(Registrant)

Date: February 28, 2005

By: /s/ David S. Fisher

David S. Fisher
Executive Vice President and
Chief Financial Officer
(Duly Authorized Officer)