

LYBARGER STANLEY A
Form 4
January 04, 2012

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 *
LYBARGER STANLEY A

2. Issuer Name and Ticker or Trading Symbol
BOK FINANCIAL CORP ET AL
[BOKF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O FREDERIC DORWART, 124 E
FOURTH STREET

12/31/2011

President and CEO

(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

TULSA, OK 74103

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|----------------------------------|---|-------------------------|--------------------|--|------------------|------------------|---------------------|--------------------|-----------------|------------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| Restricted Stock (1/12/17) | (4) | 12/31/2011 | D | | | 18,302 | (5) | (5) | Common Stock | 18,302 |
| Phantom Stock | (1) | 12/31/2011 | A | | | 18,302 | (2) | (2) | Common Stock | 18,302 |
| Phantom Stock | (1) | 12/31/2011 | D | | | 18,302 | (2) | (2) | Common Stock | 18,302 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LYBARGER STANLEY A C/O FREDERIC DORWART 124 E FOURTH STREET TULSA, OK 74103 | X | | President and CEO | |

Signatures

Frederic
Dorwart

01/04/2012

**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) Each share of Phantom Stock represents a right to receive one share of Common Stock, or at the Company's election, the cash value thereof.
- (2) The Phantom Stock becomes payable upon the reporting person's termination of employment with the company.
- (3) The reporting person elected to defer receipt of 18,302 shares of common stock issuable upon the vesting of restricted stock, receiving 18,302 shares of BOKF Phantom Stock. The reporting person elected to diversify the 18,302 shares of BOKF Phantom Stock into alternative investments.
- (4) Represents the vesting and deferral of Restricted Stock into BOKF Phantom Stock. Restricted stock vests 5 years from the date of grant. Shares are subject to forfeiture (i) upon termination of employment prior to vesting, and (ii) certain performance earnings per share targets established pursuant to BOKF Executive Incentive Plan are not met.
- (5) The reporting person elected to defer receipt of 18,302 shares of common stock issuable upon the vesting of restricted stock, receiving 18,302 shares of BOKF Phantom Stock. The Phantom Stock expires upon the termination of the Deferred Compensation Agreement which remain in effect until the reporting person's retirement or the agreement is otherwise terminated.

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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