

BOK FINANCIAL CORP ET AL
 Form 4/A
 February 10, 2005

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 *
 Cotter Charles E

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)
 08/12/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Credit Officer

C/O FREDERIC DORWART,
 LAWYERS, 124 EAST FOURTH
 STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/16/2004

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|---|------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/12/2004 | | M | | 599 | A | \$ 8.18 | 6,210 | I | Charles & Susan Cotter |
| Common Stock | 08/12/2004 | | M | | 725 | A | \$ 9.69 | 6,935 | I | Charles & Susan Cotter |
| Common Stock | 08/12/2004 | | M | | 702 | A | \$ 16.17 | 7,637 | I | Charles & Susan Cotter |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|-------|---|------------------------|
| Common Stock | 08/12/2004 | M | 579 | A | \$ 19.02 | 8,216 | I | Charles & Susan Cotter |
| Common Stock | 08/12/2004 | M | 482 | A | \$ 18.23 | 8,698 | I | Charles & Susan Cotter |
| Common Stock | 08/12/2004 | M | 482 | A | \$ 17.37 | 9,180 | I | Charles & Susan Cotter |

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)

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. Price of Derivative Security (Instr. 5) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| 1995 Stock Options | \$ 8.18 | 08/12/2004 | | M | 599 | (1) (2) | | Common Stock | 599 | \$ 8.18 |
| 1996 Stock Options | \$ 9.69 | 08/12/2004 | | M | 725 | (1) (2) | | Common Stock | 725 | \$ 9.69 |
| 1997 Stock Options | \$ 16.17 | 08/12/2004 | | M | 702 | (1) (2) | | Common Stock | 702 | \$ 16.17 |
| 1998 Stock Options | \$ 19.02 | 08/12/2004 | | M | 579 | (1) (2) | | Common Stock | 579 | \$ 19.02 |
| 1999 Stock Options | \$ 18.23 | 08/12/2004 | | M | 482 | (1) (2) | | Common Stock | 482 | \$ 18.23 |

| | | | | | | | | | | |
|---------|----------|------------|--|---|-----|------------|------------|--------|-----|---------|
| 2000 | | | | | | | | | | |
| Stock | \$ 17.37 | 08/12/2004 | | M | 964 | <u>(1)</u> | <u>(2)</u> | Common | 482 | \$ 17.3 |
| Options | | | | | | | | Stock | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cotter Charles E C/O FREDERIC DORWART, LAWYERS 124 EAST FOURTH STREET TULSA, OK 74103 | | | Chief Credit Officer | |

Signatures

Frederic
Dorwart

02/10/2005

 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) For options granted in any one year, one-seventh of the options of such grant vest and become exercisable on the grant date of the anniversary each year commencing on the first anniversary after the grant.
- (2) Options expire 3 years after vesting.
- (3) Mr. Cotter also owns the following exercisable stock options: 1996 - 724 shares 1997 - 1406 shares 1998 - 1159 shares 1999 - 965 shares 2000 - 964 shares 2001 - 702 shares 2003 - 806 shares

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.