

CULLEN FROST BANKERS INC

Form 4

February 17, 2006

**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... 0.5Check 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 \*  
FROST PATRICK B2. Issuer Name and Ticker or Trading  
Symbol  
CULLEN FROST BANKERS INC  
[CFR]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
100 WEST HOUSTON STREET  
(Street)3. Date of Earliest Transaction  
(Month/Day/Year)  
02/14/2006☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

SAN ANTONIO, TX 78205

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock,<br>\$0.01 par<br>value | 02/14/2006                              |                                                             | M                                       | 34,000 A                                                            | \$<br>15.13                                                                                                        | 165,271                                                                 | D                                                                 |
| Common<br>Stock,<br>\$0.01 par<br>value | 02/14/2006                              |                                                             | D                                       | 9,454 D                                                             | \$<br>54.41                                                                                                        | 155,817                                                                 | D                                                                 |
| Common<br>Stock,<br>\$0.01 par<br>value | 02/14/2006                              |                                                             | M                                       | 40,000 A                                                            | \$<br>33.31                                                                                                        | 195,817                                                                 | D                                                                 |

Edgar Filing: CULLEN FROST BANKERS INC - Form 4

|                                |            |   |        |   |          |                       |                  |                             |
|--------------------------------|------------|---|--------|---|----------|-----------------------|------------------|-----------------------------|
| Common Stock, \$0.01 par value | 02/14/2006 | D | 24,485 | D | \$ 54.41 | 171,332               | D                |                             |
| Common Stock, \$0.01 par value | 02/14/2006 | G | 5      | D | \$ 0     | 171,327               | D                |                             |
| Common Stock, \$0.01 par value | 02/14/2006 | G | 5      | A | \$ 0     | 3,855                 | I                | Trustee for Children        |
| Common Stock, \$0.01 par value |            |   |        |   |          | 630                   | I <sup>(1)</sup> | By Spouse                   |
| Common Stock, \$0.01 par value |            |   |        |   |          | 43,582 <sup>(2)</sup> | I                | Through Trust               |
| Common Stock, \$0.01 par value |            |   |        |   |          | 17.69 <sup>(3)</sup>  | I                | Through Limited Partnership |
| Common Stock, \$0.01 par value |            |   |        |   |          | 18,544                | I                | Through 401(k) Plan         |

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) |                 |       |                  |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|-------|------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title | Amount or Number |

|                                      |          |            |   |        |            |            |                 |        |
|--------------------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|
| Stock<br>Option<br>(right to<br>buy) | \$ 15.13 | 02/14/2006 | M | 34,000 | 10/04/2001 | 10/04/2006 | Common<br>Stock | 34,000 |
| Stock<br>Option<br>(right to<br>buy) | \$ 33.31 | 02/14/2006 | M | 40,000 | 10/31/2003 | 10/31/2006 | Common<br>Stock | 40,000 |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                     | Director      | 10% Owner | Officer | Other |
| FROST PATRICK B<br>100 WEST HOUSTON STREET<br>SAN ANTONIO, TX 78205 |               |           | X       |       |

## Signatures

/s/ Patrick B.  
Frost

02/17/2006

\_\_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) Mr. Frost disclaims beneficial ownership of these shares.

Reflects limited partnership ("LP") interests held by a trust of which Mr. Frost is the trustee. The number of shares reported assumes that each LP interest represents a proportionate interest in the shares of common stock in which the LP has a pecuniary interest. Mr. Frost disclaims whether each LP interest represents a proportionate interest in shares of common stock in which the LP has a pecuniary interest.

The number of shares reported assumes each limited liability company ("LLC") interest represents a proportionate interest in the shares of common stock in which the limited liability company has a pecuniary interest. Mr. Frost disclaims whether each LLC interest represents a proportionate interest in shares of common stock in which the LLC has a pecuniary interest.

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.