

CULLEN FROST BANKERS INC  
Form 8-K/A  
July 28, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 28, 2011

**CULLEN/FROST BANKERS, INC.**

(Exact name of issuer as specified in its charter)

Texas  
(State or other jurisdiction  
of incorporation)

001-13221  
(Commission  
File Number)

74-1751768  
(IRS Employer  
Identification No.)

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**100 West Houston Street, San Antonio, Texas**

**(Address of principal executive offices)**

**(210) 220-4011**

**78205**

**(Zip Code)**

**(Registrant's telephone number, including area code)**

**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 (see General Instruction A.2 below):

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

**Explanatory Note.**

This current report on Form 8-K/A amends the Current Report on Form 8-K filed by Cullen/Frost Bankers, Inc. (the Corporation ) on April 29, 2011.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Board of Directors of the Corporation has determined that, consistent with the nonbinding resolution adopted by the shareholders at the annual meeting of shareholders held on April 28, 2011, the vote on executive compensation required by Securities and Exchange Commission Rule 14a-21(a) should take place every year.

**SIGNATURES**

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.

**CULLEN/FROST BANKERS, INC.**

By: /s/ Phillip D. Green  
Phillip D. Green  
Group Executive Vice President and Chief  
Financial Officer  
(Duly Authorized Officer, Principal Financial  
Officer and Principal Accounting Officer)

Dated: July 28, 2011