

LYBARGER STANLEY A
Form 4
December 21, 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)
C/O FREDERIC DORWART, 124 E
FOURTH STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2012

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

TULSA, OK 74103

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 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 Indirect Beneficial Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------------|--------|---|------------------------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/20/2012 | | S | | 27,853 | D | | \$ 55.2257 (1) (2) | 17,058 | D | |
| Common Stock | 12/20/2012 | | S | | 13,000 | D | | \$ 55.0616 (1) (3) | 1,730 | I | Marcia Lybarger Living Trust |
| Common Stock | 12/21/2012 | | S | | 1,612 | D | | \$ 55.1081 (1) (4) | 15,446 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------------------|---|---|------------------------------|
| Common Stock | 12/21/2012 | S | 1,730 | D | \$ 55.0728 | 0 | I | Marcia Lybarger Living Trust |
| | | | | | <u>(1)</u> <u>(5)</u> | | | |

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. Pr... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock | <u>(8)</u> | 12/20/2012 | | A | 40,853 | <u>(9)</u> | <u>(9)</u> | Common Stock | 40,853 |
| Phantom Stock | <u>(8)</u> | 12/21/2012 | | A | 3,342 | <u>(9)</u> | <u>(9)</u> | Common Stock | 3,342 |

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 & CEO | |

Signatures

/s/ Frederic Dorwart, Power of Attorney

12/21/2012

__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) The reporting person undertakes to provide to BOK Financial Corporation, any security holder of BOK Financial Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold and acquired at each separate price within the ranges set forth in footnotes (2), (3), (4), (5), (6), and (7) to this Form 4.
 - (2) The price reported in Column 4 is a weighted price. The shares were sold in multiple transactions at prices ranging from \$55.00 to \$55.59, inclusive.
 - (3) The price reported in Column 4 is a weighted price. The shares were sold in multiple transactions at prices ranging from \$55.00 to \$55.21, inclusive.
 - (4) The price reported in Column 4 is a weighted price. The shares were sold in multiple transactions at prices ranging from \$55.10 to \$55.14, inclusive.
 - (5) The price reported in Column 4 is a weighted price. The shares were sold in multiple transactions at prices ranging from \$55.05 to \$55.12, inclusive.
 - (6) The price reported in Column 4 is a weighted price. The shares were purchased in multiple transactions at prices ranging from \$55.00 to \$55.59, inclusive.
 - (7) The price reported in Column 4 is a weighted price. The shares were purchased in multiple transactions at prices ranging from \$55.05 to \$55.14, inclusive.
 - (8) 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.
 - (9) The Phantom Stock becomes payable upon the reporting person's termination of employment with the company.

Remarks:

This Form 4 details transactions pursuant to which Mr. Lybarger simultaneously (i) sold 44,195 shares of BOK Financial Corp

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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