

LYBARGER STANLEY A
Form 4/A
March 04, 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 *
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

09/13/2004

President and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
09/15/2004

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) | | | 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 or Price | | | |
| Common Stock | 09/13/2004 | | M | | | 9,049 A \$ 8.18 | 64,126 | D | |
| Common Stock | 09/13/2004 | | M | | | 9,047 A \$ 9.69 | 73,173 | D | |
| Common Stock | 09/13/2004 | | M | | | 8,784 A \$ 16.17 | 81,957 | D | |
| Common Stock | 09/13/2004 | | M | | | 8,279 A \$ 19.02 | 90,236 | D | |
| Common Stock | 09/13/2004 | | M | | | 8,039 A \$ 18.23 | 98,275 | D | |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|----------|---------|---|
| Common Stock | 09/13/2004 | M | 8,039 | A | \$ 17.37 | 106,314 | D |
| Common Stock | 09/13/2004 | M | 7,807 | A | \$ 28.27 | 114,121 | D |
| Common Stock | 09/13/2004 | J ⁽¹⁾ | 59,044 | D | \$ 45.65 | 55,077 | D |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| 1995 Stock Options | \$ 8.18 | 09/13/2004 | | M | | (2) | (3) | Common Stock |
| | | | | | 9,019 | | | 9,019 |
| 1996 Stock Options | \$ 9.69 | 09/13/2004 | | M | | (2) | (3) | Common Stock |
| | | | | | 9,048 | | | 9,048 |
| 1997 Stock Options | \$ 16.17 | 09/13/2004 | | M | | (2) | (3) | Common Stock |
| | | | | | 8,784 | | | 8,784 |
| 1998 Stock Options | \$ 19.02 | 09/13/2004 | | M | 8,279 | (2) | (3) | Common Stock |
| | | | | | | | | 8,279 |
| 1999 Stock Options | \$ 18.23 | 09/13/2004 | | M | | (2) | (3) | Common Stock |
| | | | | | 8,039 | | | 8,039 |
| 2000 Stock Options | \$ 17.37 | 09/13/2004 | | M | | (2) | (3) | Common Stock |
| | | | | | 8,039 | | | 8,039 |
| | \$ 28.27 | 09/13/2004 | | M | | (2) | (3) | Common Stock |
| | | | | | 7,807 | | | 7,807 |

2001
 Stock
 Options

Common
 Stock

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

03/04/2005

__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).
 The reporting person elected to defer receipt of 37,841 shares of common stock issuable upon the exercise of his options, resulting in the accrual to his account of 59,044 shares of phantom stock of which 21,203 of those shares were used to pay for the exercise price. The
 - (1) stock expires upon the termination of the Deferred Compensation Agreement which remains in effect until the reporting persons retirement or the agreement is otherwise terminated. Of the 37,841 net phantom shares, all shares were diversified into alternative investments.
 - (2) 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.
 - (3) Options expire 3 years after vesting.
 - (4) Mr. Lybarger owns the following exercisable stock options: 1996 - 9050 shares 1997 - 8785 shares 1998 - 8280 shares 1999 - 8039 shares 2000 - 8039 shares 2001 - 7805 shares 2003 - 5669 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.