

LYBARGER STANLEY A
Form 4/A
October 10, 2006

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

08/15/2006

President and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
08/17/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------|---|--|-----------------------------------|
| | | | | Amount | Price | | | |
| Common Stock | 08/16/2006 | | S | 1,000 | \$ 53 | 54,255 | D | |
| Common Stock | 08/16/2006 | | S | 1,000 | \$ 53.1 | 53,255 | D | |
| Common Stock | 08/17/2006 | | S | 2,000 | \$ 53 | 51,255 | 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

SEC 1474
(9-02)

displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|------------------|---|---------------|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 1997 Stock Options | \$ 16.17 | 08/15/2006 | | M | | 8,786 | | <u>(1)</u> | <u>(2)</u> | Common Stock | 8,786 |
| 1998 Stock Options | \$ 19.02 | 08/15/2006 | | M | | 8,280 | | <u>(1)</u> | <u>(2)</u> | Common Stock | 8,280 |
| 1999 Stock Options | \$ 18.23 | 08/15/2006 | | M | | 8,039 | | <u>(1)</u> | <u>(2)</u> | Common Stock | 8,039 |
| 2000 Stock Options | \$ 17.37 | 08/15/2006 | | M | | 8,039 | | <u>(1)</u> | <u>(2)</u> | Common Stock | 8,039 |
| 2001 Stock Options | \$ 28.27 | 08/15/2006 | | M | | 7,804 | | <u>(1)</u> | <u>(2)</u> | Common Stock | 7,804 |
| 2003 Stock Options | \$ 30.5 | 08/15/2006 | | M | | 6,463 | | <u>(1)</u> | <u>(2)</u> | Common Stock | 6,463 |
| Phantom Stock | \$ 53.32 | 08/15/2006 | | A | | 47,411 | | <u>(4)</u> | <u>(4)</u> | Phantom Stock | 47,411 |
| Phantom Stock | \$ 53.32 | 08/15/2006 | | D | | 47,411 | | <u>(4)</u> | <u>(4)</u> | Phantom Stock | 47,411 |

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

10/10/2006

__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) 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. Lybarger owns the following exercisable stock options: 1998 - 8,281 shares 1999 - 8,039 shares 2000 - 8,039 shares 2001 - 7,805 shares 2003 - 12,923 shares

- (4) The reporting person elected to defer receipt of 28,595 shares of common stock issuable upon the exercise of his options, resulting in the accrual to his account of 47,411 shares of phantom stock of which 18,816 of those shares were used to pay for the exercise price. The 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.
- (5) The reporting person simultaneously divested the phantom stock into alternative investments.

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.