

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)

President and CEO

C/O FREDERIC DORWART, 124 E
 FOURTH STREET

4. If Amendment, Date Original
 Filed(Month/Day/Year)
 12/03/2004

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) (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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/01/2004		M		8,785	A	\$ 31.56
							63,862
Common Stock	12/01/2004		J ⁽¹⁾		8,785	D	\$ 49.18
							55,077
							D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)

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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. Price of Deriva Security (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2002 Stock Options	\$ 31.56	12/01/2004		M	8,785	(2)	(3)	Common Stock	8,785	\$ 31.

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).

- (1) The reporting person elected to defer receipt of 3148 shares of common stock issuable upon the exercise of his options, resulting in the accrual to his account of 8785 shares of phantom stock of which 5637 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.
- (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 also owns the following exercisable stock options: 1996 - 9050 shares 1997 - 17,571 shares 1998 - 8280 shares 1999 - 8038 shares 2000 - 8038 shares 2001 - 7805 shares 2002 - 8280 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.

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