

CULLEN FROST BANKERS INC

Form 4

May 05, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ALEXANDER R DENNY

2. Issuer Name **and** Ticker or Trading
Symbol

CULLEN FROST BANKERS INC
[CFR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

05/04/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

4200 S. HULEN STREET, SUITE
617

(Street)

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

FORT WORTH, TX 76109

(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, \$0.01 par value	05/04/2006		M		4,000	A	\$ 26.625
Common Stock, \$0.01 par value	05/04/2006		M		4,000	A	\$ 36.25
Common Stock, \$0.01 par	05/04/2006		M		4,000	A	\$ 38.41

value

Common
Stock,
\$0.01 par
value

05/04/2006

M

2,000

A

\$ 35.84

14,000

D

Common
Stock,
\$0.01 par
value

05/04/2006

S

14,000

D

\$
57.675

0

D

Common
Stock,
\$0.01 par
value

91,550 ⁽¹⁾

I

Through
Limited
Partnership

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
Stock Option (right to buy)	\$ 26.625	05/04/2006		M	4,000	07/27/1999 07/27/2009	Common Stock	4,000
Stock Option (right to buy)	\$ 36.25	05/04/2006		M	4,000	08/28/2001 08/28/2007	Common Stock	4,000
Stock Option (right to buy)	\$ 38.41	05/04/2006		M	4,000	05/28/2002 05/28/2008	Common Stock	4,000

Stock													
Option	\$ 35.84	05/04/2006		M	2,000	07/24/2003	07/24/2009	Common		2,000			
(right to buy)								Stock					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALEXANDER R DENNY 4200 S. HULEN STREET SUITE 617 FORT WORTH, TX 76109		X		

Signatures

/s/ R. Denny Alexander	05/05/2006
---------------------------	------------

**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).

Shares held by the R. Denny Alexander Family Limited Partnership (the "Partnership") of which the reporting person is a general partner.

- (1) The reporting person disclaims beneficial ownership of the Common Stock held by the Partnership, except to the extent of his pecuniary interest therein.

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.