

CULLEN FROST BANKERS INC  
 Form 4  
 February 09, 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 \*  
**MCCLANE ROBERT S**

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)  
**02/07/2006**

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

**100 WEST HOUSTON STREET, SUITE 1616**

(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

**SAN ANTONIO, TX 78205**

(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 |   | 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  | (D) |   |  |   | Price                   |
| Common Stock, \$0.01 par value  | 02/07/2006                           |  | G <sup>(1)</sup>    |   | 4,700   | D   | \$ 0  | 11,272   | D   |                         |
| Common Stock, \$0.01 par value  | 02/07/2006                           |  | S                   |   | 4,700   | D   | \$ 53.2704  | 0  | I   | By Trust <sup>(1)</sup> |
| Common Stock, \$0.01 par        | 02/07/2006                           |  | M                   |   | 4,000   | A   | \$ 30.56  | 15,272   | D   |                         |

|                                |            |   |        |   |            |        |   |
|--------------------------------|------------|---|--------|---|------------|--------|---|
| value                          |            |   |        |   |            |        |   |
| Common Stock, \$0.01 par value | 02/07/2006 | M | 4,000  | A | \$ 36.25   | 19,272 | D |
| Common Stock, \$0.01 par value | 02/07/2006 | M | 1,900  | A | \$ 38.41   | 21,172 | D |
| Common Stock, \$0.01 par value | 02/07/2006 | M | 2,000  | A | \$ 35.84   | 23,172 | D |
| Common Stock, \$0.01 par value | 02/07/2006 | S | 11,900 | D | \$ 53.2704 | 11,272 | D |
| Common Stock, \$0.01 par value | 02/08/2006 | M | 2,100  | A | \$ 38.41   | 13,372 | D |
| Common Stock, \$0.01 par value | 02/08/2006 | S | 2,100  | D | \$ 53.0681 | 11,272 | D |

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

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(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. D S (I) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title      | Amount or Number of Shares |

|                             |          |            |   |       |            |            |              |       |
|-----------------------------|----------|------------|---|-------|------------|------------|--------------|-------|
| Stock Option (right to buy) | \$ 30.56 | 02/07/2006 | M | 4,000 | 08/29/2000 | 08/29/2010 | Common Stock | 4,000 |
| Stock Option (right to buy) | \$ 36.25 | 02/07/2006 | M | 4,000 | 08/28/2001 | 08/28/2007 | Common Stock | 4,000 |
| Stock Option (right to buy) | \$ 38.41 | 02/07/2006 | M | 1,900 | 05/28/2002 | 05/28/2008 | Common Stock | 1,900 |
| Stock Option (right to buy) | \$ 35.84 | 02/07/2006 | M | 2,000 | 07/24/2003 | 07/24/2009 | Common Stock | 2,000 |
| Stock Option (right to buy) | \$ 38.41 | 02/08/2006 | M | 2,100 | 05/28/2002 | 05/28/2008 | Common Stock | 2,100 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MCCLANE ROBERT S<br>100 WEST HOUSTON STREET<br>SUITE 1616<br>SAN ANTONIO, TX 78205 | X             |           |         |       |

## Signatures

/s/ Robert S. McClane                      02/09/2006

\*\*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).  
On February 7, 2006, Mr. McClane contributed 4,700 shares of CFR common stock, \$0.01 par value, to a charitable remainder trust of (1) which Mr. McClane is a trustee and of which Mr. McClane and his wife are beneficiaries. The trust subsequently sold all 4,700 shares on the same day.

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.