

CULLEN FROST BANKERS INC  
 Form 3/A  
 December 24, 2008

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement       | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Â Berman Bobby                            |         | (Month/Day/Year)                           | CULLEN FROST BANKERS INC [CFR]  |  |
| (Last)                                    | (First) | (Middle)                                   | 02/02/2007  |  |
| 100 WEST HOUSTON STREET                   |         |  | 4. Relationship of Reporting Person(s) to Issuer  |  |
| (Street)                                  |         |  | (Check all applicable)  |  |
| SAN ANTONIO, Â TX Â 78205                 |         |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>Group Executive Vice President |  |
| (City)                                    | (State) | (Zip)                                      | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
|   |         |  | 02/12/2007  |  |
| 1. Title of Security                      |         | 2. Amount of Securities Beneficially Owned | 3. Ownership  | 4. Nature of Indirect Beneficial Ownership |
| (Instr. 4)                                |         | (Instr. 4)                                 | Form:   | (Instr. 5)                                 |
|   |         |  | Direct (D)  |  |
|   |         |  | or Indirect (I)   |  |
|   |         |  | (Instr. 5)  |  |
| Common Stock, \$0.01 par var value        |         | 18,483                                     | D   | Â  |
| Common Stock, \$0.01 par value            |         | 14,694                                     | I   | Through 401(k) Plan                        |

**Table I - Non-Derivative Securities Beneficially Owned**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|                                 |   |  |   |   |  |
|---------------------------------|---|--|---|---|--|
| 1. Title of Derivative Security | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership |
| (Instr. 4)                      | (Month/Day/Year)                        | (Instr. 4)   |   |   | (Instr. 5)                                 |

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|                                      | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (right to buy) | 10/22/2004       | 10/22/2007      | Common Stock | 15,000                     | \$ 24.12 | D                                     | Â |
| Employee Stock Option (right to buy) | 11/05/2005       | 11/05/2008      | Common Stock | 3,700                      | \$ 33.3  | D                                     | Â |
| Employee Stock Option (right to buy) | 10/01/2006       | 10/01/2009      | Common Stock | 5,500                      | \$ 38.12 | D                                     | Â |
| Employee Stock Option (right to buy) | Â <u>(1)</u>     | 10/12/2010      | Common Stock | 5,500                      | \$ 47.4  | D                                     | Â |
| Employee Stock Option (right to buy) | Â <u>(2)</u>     | 10/19/2015      | Common Stock | 7,900                      | \$ 50.01 | D                                     | Â |
| Employee Stock Option (right to buy) | Â <u>(3)</u>     | 10/24/2016      | Common Stock | 7,900                      | \$ 57.88 | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |  |       |
|--|---------------|-----------|--|-------|
|  | Director      | 10% Owner | Officer                                | Other |
| Berman Bobby<br>100 WEST HOUSTON STREET<br>SAN ANTONIO, TX 78205 | Â             | Â         | Â Group<br>Executive Vice<br>President | Â     |

## Signatures

/s/ Bobby Berman  
12/24/2008

\_\_Signature of Reporting Person  
Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) 100% vesting at three (3) years from Grant Date of 10-12-2004.
- (2) Vest 25% per year from Grant Date of 10/19/2005.
- (3) Vest 25% per year from Grant Date of 10/24/2006.

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.