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BOK FINANCIAL CORP ET AL
Form 10-K/A
June 08, 2006

As filed with the Securities and Exchange Commission on June 8, 2006
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2005

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. 0-19341

BOK FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

Oklahoma
(State or other jurisdiction
of Incorporation or Organization)

73-1373454
(IRS Employer
Identification No.)

Bank of Oklahoma Tower
P.O. Box 2300
Tulsa, Oklahoma
(Address of Principal Executive Offices)

74192
(Zip Code)

(918) 588-6000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12 (b) of the Act:
None

Securities registered pursuant to Section 12 (g) of the Act:
Common stock, \$0.00006 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the registrant's common stock ("Common Stock") held by non-affiliates is approximately \$948,181,172 (based on the June 30, 2005 closing price of Common Stock of \$46.12 per share). As of March 1, 2006, there were 66,955,508 shares of Common Stock outstanding.

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EXPLANATORY NOTE

BOK Financial Corporation (the "Company") is filing this Amendment No. 1 on Form 10-K/A to amend its Annual Report on Form 10-K for the fiscal year ended December 31, 2005 as originally filed with the Securities and Exchange Commission (the "Commission") on March 15, 2006 (the "Original Form 10-K") for the sole purpose of correcting a mistaken reference to the date of the Reports of Ernst & Young LLP as March 1, 2006 instead of March 10, 2006. The corrected dates have been included in Exhibits 99(a) and 99(b) attached hereto. There are no changes to the Company's financial statements as originally filed. There are also no changes to the disclosures in the Original Form 10-K, and the Company has not updated the disclosure contained herein to reflect any events that occurred at a later date.

The date references in the Company's Annual Report to Shareholders are correct as originally printed.

ITEM 8 - FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Included as Exhibit 99 (a) and Exhibit 99 (b) to this Form 10-K/A are the Report of Ernst & Young LLP, Independent Registered Public Accounting Firm, on the BOK Financial Corporation consolidated financial statements as of December 31, 2005 and 2004, and the related statements of earnings, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2005, and the Report on Effectiveness of Internal Control Over Financial Reporting as of December 31, 2005, respectively.

These reports have been revised solely to reference a report date of March 10, 2006 within the final paragraph of each report, instead of the previously referenced March 1, 2006.

The date references in the Company's Annual Report to Shareholders are correct as originally printed.

ITEM 15 - EXHIBITS, FINANCIAL STATEMENT SCHEDULES

Item 15 beginning on page 17 of the Annual Report on Form 10-K for the

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fiscal year ended December 31, 2005 is amended by substituting the following revised exhibits:

- Exhibit 23.0 Consent of independent registered public accounting firm - Ernst & Young LLP.
- Exhibit 99 (a) Report of Ernst & Young LLP, Independent Registered Public Accounting Firm, on Consolidated Financial Statements.
- Exhibit 99 (b) Report of Ernst & Young LLP, Independent Registered Public Accounting Firm, on Effectiveness of Internal Control over Financial Reporting.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BOK FINANCIAL CORPORATION

DATE: June 8, 2006

BY: /s/ Stanley A. Lybarger

Stanley A. Lybarger
Director, President and Chief
Executive Officer

/s/ Steven E. Nell

Steven E. Nell
Executive Vice President and
Chief Financial Officer

/s/ John C. Morrow

John C. Morrow
Senior Vice President and
Director of Financial Accounting
and Reporting