

CULLEN/FROST BANKERS, INC.

Form 4

November 16, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wood Jack A

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)
11/14/2016

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

3501 FAUDREE

(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

ODESSA, TX 79765

(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. Code (Instr. 8)	4. Securities Acquired Transaction(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)
Common Stock, \$0.01 par value	11/14/2016		S	15,992 D	\$ 82.78 (1)	564,131 I	Through Limited Partnership (2)
Common Stock, \$0.01 par value	11/14/2016		S	28,800 D	\$ 84.02 (3)	535,331 I	Through Limited Partnership (2)
Common Stock, \$0.01 par value	11/14/2016		S	16,200 D	\$ 84.73 (4)	519,131 I	Through Limited Partnership (2)

Common Stock, \$0.01 par value	11/14/2016	S	11,008	D	\$ (5)	85.62	508,123	I	Through Limited Partnership (2)
Common Stock, \$0.01 par value	11/15/2016	S	21,000	D	\$ (6)	81.49	487,123	I	Through Limited Partnership (2)
Common Stock, \$0.01 par value	11/15/2016	S	63,799	D	\$ (7)	82.31	423,324	I	Through Limited Partnership (2)
Common Stock, \$0.01 par value	11/15/2016	S	201	D	\$ (8)	82.75	423,123	I	Through Limited Partnership (2)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wood Jack A 3501 FAUDREE	X			

ODESSA, TX 79765

Signatures

/s/ Jack A.

11/16/2016

Wood

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).
 - The price in Column 4 is based on a weighted average price. The prices actually paid range from \$82.35 to \$83.34. The reporting person
 - (1) will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the ranges set forth in footnotes (1) and (3) through (8) of this Form.
 - (2) Shares held by JAW Resources, LP (the "Partnership") of which the reporting person is a general partner. The reporting person is also the sole member and sole manager of JTKW, LLC, which is the sole general partner of the Partnership.
 - (3) The price in Column 4 is based on a weighted average price. The prices actually paid range from \$83.35 to \$84.34.
 - (4) The price in Column 4 is based on a weighted average price. The prices actually paid range from \$84.35 to \$85.34.
 - (5) The price in Column 4 is based on a weighted average price. The prices actually paid range from \$85.35 to \$86.18.
 - (6) The price in Column 4 is based on a weighted average price. The prices actually paid range from \$80.74 to \$81.73.
 - (7) The price in Column 4 is based on a weighted average price. The prices actually paid range from \$81.74 to \$82.72.
 - (8) The price in Column 4 is based on a weighted average price. The prices actually paid range from \$82.75 to \$82.79.

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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