

ZIONS BANCORPORATION /UT/
Form 10-Q/A
September 29, 2003

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

FORM 10-Q/A

AMENDMENT NO. 1

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

For the quarterly period ended June 30, 2003

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 NUMBER 0-2610

ZIONS BANCORPORATION

(Exact name of Registrant as specified in its charter)

UTAH

(State or other jurisdiction of
incorporation or organization)

**ONE SOUTH MAIN, SUITE 1134
SALT LAKE CITY, UTAH**

(Address of principal executive offices)

87-0227400

(I.R.S. Employer
Identification Number)

84111

(Zip Code)

Registrant's telephone number, including area code: (801) 524-4787

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

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, without par value, outstanding at August 5, 2003 89,734,812 shares

ZIONS BANCORPORATION AND SUBSIDIARIES

ITEM AMENDED

This Form 10-Q/A is being filed to include ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS of PART II. OTHER INFORMATION. This Item was omitted from the Form 10-Q filed August 14, 2003 for the quarter ended June 30, 2003. This Form 10-Q/A is filed solely to correct this omission.

INDEX

| | <u>Page</u> |
|--|-------------|
| PART II. <u>OTHER INFORMATION</u> | |
| ITEM 4. Submission of Matters to a Vote of Security Holders | 3 |
| ITEM 6. Exhibits and Reports on Form 8-K | 3 |
| <u>SIGNATURES</u> | 5 |

ZIONS BANCORPORATION AND SUBSIDIARIES

PART II. OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

- a) The annual meeting of shareholders was held on April 25, 2003. The total number of shares eligible for voting was 90,457,596; the total shares voted were 70,220,097.
- b) Election of Directors

Proxies were solicited by the Company's management pursuant to Regulation 14A of the Securities Exchange Act of 1934. Those directors nominated (Proposal 1) in the proxy statement are shown under c) below. There was no solicitation opposing management's nominees for directors and all such nominees were elected pursuant to the vote of the shareholders. Directors whose terms of office continued after the meeting were:

| | |
|-------------------------|-----------------|
| Jerry C. Atkin | Roger B. Porter |
| Stephen D. Quinn | L. E. Simmons |
| Shelley Thomas Williams | |

- c) The matters voted upon and the results were as follows:

- (1) Nomination and Election of Directors (Proposal 1):

| | For | Withhold Authority |
|-------------------|------------|-----------------------|
| R. D. Cash | 69,409,125 | 672,175 |
| Patricia Frobos | 69,336,672 | 724,678 |
| Richard H. Madsen | 67,402,012 | 2,664,938 |
| Harris H. Simmons | 69,095,033 | 1,072,893 |

- (2) Proposal to Amend the Zions Bancorporation 1998 Non-Qualified Stock Option and Incentive Plan (Proposal 2), to increase the number of shares available under the plan:

| For | Against | Withhold Authority |
|------------|-----------|-----------------------|
| 60,145,771 | 8,980,182 | 969,358 |

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

- a) Exhibits

| Exhibit Number | Description |
|-------------------|---|
| 31.1 | Certification by Chief Executive Officer required by Rule 13a-14(a) under the Securities Exchange Act of 1934 (filed herewith). |

Edgar Filing: ZIONS BANCORPORATION /UT/ - Form 10-Q/A

ZIONS BANCORPORATION AND SUBSIDIARIES

| Exhibit Number | Description |
|-------------------|---|
| 31.2 | Certification by Chief Financial Officer required by Rule 13a-14(a) under the Securities Exchange Act of 1934 (filed herewith). |
| 32 | Certification by Chief Executive Officer and Chief Financial Officer required by Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. §1350 (furnished herewith). |

-4-

SIGNATURES

Pursuant to the requirements 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.

/s/ Harris H. Simmons

Harris H. Simmons, Chairman, President and
Chief Executive Officer

/s/ Doyle L. Arnold

Doyle L. Arnold, Executive Vice
President and Chief Financial Officer

Dated: September 29, 2003

-5-
