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BOK FINANCIAL CORP ET AL

Form 11-K

June 28, 2007

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE  
BOK Financial Thrift Plan for Salaried Employees  
As of December 31, 2006 and 2005, and for the Year Ended December 31, 2006

BOK Financial Thrift Plan for Salaried Employees

Financial Statements  
and Supplemental Schedule

As of December 31, 2006 and 2005,  
and for the Year Ended December 31, 2006

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Report of Independent Registered Public Accounting Firm

The Plan Administrative Committee  
BOK Financial Thrift Plan for Salaried Employees

We have audited the accompanying statements of net assets available for benefits of the BOK Financial Thrift Plan for Salaried Employees as of December 31, 2006 and 2005, and the related statement of changes in net assets available for benefits for the year ended December 31, 2006. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our

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audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2006 and 2005, and the changes in its net assets available for benefits for the year ended December 31, 2006, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2006, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

Tulsa, Oklahoma  
June 27, 2007

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BOK Financial Thrift Plan for Salaried Employees

Statements of Net Assets Available for Benefits

	December 31	
	2006	2005
	-----	
Assets		
Investments:		
BOKF Common Stock	\$ 24,683,494	\$ 20,663,716
American Performance Funds:		
Cash Management Fund	7,530,587	
Intermediate Bond Fund	7,647,629	
SEI Stable Asset Fund	9,827,325	10,125,000
International Strategic Allocation Fund	9,535,140	
American Balanced Fund	4,624,876	
Neuberger and Berman Genesis Trust Fund	23,080,679	23,080,679
Dodge and Cox Stock Fund	29,640,539	29,640,539
Vanguard Institutional Index	20,663,716	20,663,716
Vanguard Mid-Cap Index	958,959	
Goldman Sachs Growth Fund	-	
American Growth Fund	7,294,052	
Hotchkis and Wiley Midcap Value Fund	4,320,540	
T Rowe Price New Horizons	2,049,374	
American Beacon International Fund	-	
Self-directed common stocks	740,582	
Self-directed registered investment companies	878,643	
Self-directed bonds	32,812	
Bank of Oklahoma, N.A. Managed Allocation Portfolios (MAP):		
MAP Conservative Fund	508,826	
MAP Balanced Fund	3,034,736	
MAP Moderate Growth Fund	3,993,813	
MAP Growth Fund	3,010,532	
MAP Aggressive Growth Fund	3,211,645	

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Participant loans	4,825,194	
Total investments	172,093,693	14
Cash	962,144	
Accrued interest receivable	123,864	
Due from broker	28,149	
Employer contribution receivable	868,500	
Total assets	174,076,350	14
Liabilities		
Due to broker	925,312	
Excess contributions payable	-	
Total liabilities	925,312	
Net assets available for benefits	\$ 173,151,038	\$ 14

See accompanying notes.

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BOK Financial Thrift Plan for Salaried Employees

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2006

Additions	
Investment income:	
Interest and dividends	\$ 2,838,873
Net appreciation in fair value of investments	17,057,418
	-----
	19,896,291
Contributions:	
Participants	13,428,171
Employer	8,186,947
Rollovers	1,286,079
	-----
	22,901,197
	-----
Total additions	42,797,488
Deductions	
Benefit payments	10,954,806
Administrative expenses	11,696
Net transfers out of the Plan	50,123
	-----
	11,016,625
	-----
Net increase	31,780,863
Net assets available for benefits, at beginning of year	141,370,175
	-----
Net assets available for benefits, at end of year	\$ 173,151,038
	=====

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See accompanying notes.

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## BOK Financial Thrift Plan for Salaried Employees

### Notes to Financial Statements

December 31, 2006

#### 1. Description of Plan

The following description of the BOK Financial Thrift Plan for Salaried Employees (the Plan) provides only general information. Participants should refer to the Summary Plan Description or the Plan document for a more complete description of the Plan's provisions.

##### General

The Plan is a defined contribution plan covering all salaried employees of BOK Financial Corporation (BOKF) and its subsidiaries and affiliates (collectively, the Employer or Company). An eligible employee may enter the Plan on the first day of the month following the date the employee is credited with one full month of service. All new eligible employees are automatically enrolled in the Plan at a three percent contribution rate unless the employee designates on the enrollment form not to participate or to participate at another allowable contribution rate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

##### Contributions

Participants may elect to contribute a percentage of their compensation up to the maximum allowable by federal regulation (as defined by the Plan) on a pre-tax basis pursuant to a salary reduction agreement filed with the Plan administrator. In addition, participants may make after-tax contributions which shall not exceed 5% of each participant's compensation; however, the combination of pre-tax and after-tax contributions cannot be more than the annual legal limit on the total amount that may be contributed to this type of plan (as defined by the Plan). Effective April 1, 2006, participants may make after-tax contributions not to exceed 6% of each participant's compensation not to exceed the annual legal limit. For participants who attained age 50 on or before December 31, 2006, such participants were allowed to make a pre-tax catch-up contribution of an additional \$5,000 for the year ended December 31, 2006 above the maximum allowable by federal regulation. Also effective April 1, 2006, participants may make Roth 401(k) contributions to the Plan not to exceed the annual legal limit.

Participants may elect to invest in any of 12 registered investment companies, the Bank of Oklahoma, N.A. Managed Allocation Portfolios (MAP), which are collective investment trusts, self-directed common stocks, bonds, or registered investment companies, and BOKF Common Stock. During 2006, the Employer authorized the following modifications to the investment selections available to participants: (a) removal of the Goldman Sachs Growth and American Beacon International Funds and (b) addition of the International Strategic Allocation and Vanguard Mid-Cap Index Funds.

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## BOK Financial Thrift Plan for Salaried Employees

### Notes to Financial Statements (continued)

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## 1. Description of Plan (continued)

The Employer contributes a matching contribution to the Plan. The matching contribution may be made in cash or in shares of BOKF Common Stock. In 2006, the entire matching contribution of \$7,318,447 was made in cash.

Through March 31, 2006, the Employer matching contribution ranged from \$.40 to \$1.00 for each dollar of the participant's contributions, up to five percent of compensation, based on each participant's years of service as follows:

Years of Service	Matching Percentage
Less than four years	40%
At least four, but less than ten years	60%
At least ten, but less than fifteen years	80%
Fifteen or more years	100%

Effective April 1, 2006, the Plan document was amended and the Employer matching contribution ranged from \$.50 to \$2.00 for each dollar of the participant's contributions, up to six percent of compensation, based on each participant's years of service as follows:

Years of Service	Matching Percentage
Less than four years	50%
At least four, but less than ten years	100%
At least ten, but less than fifteen years	150%
Fifteen or more years	200%

The Company will also make a special contribution for participants making less than \$40,000. This special contribution is \$750 for participants making less than \$30,000 and phases out for participants making \$30,000 to \$40,000. The special contribution for the 2006 plan year was \$868,500.

The Employer may, at its sole discretion, make an additional discretionary contribution to the Plan. There was no discretionary contribution in 2006.

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## BOK Financial Thrift Plan for Salaried Employees

### Notes to Financial Statements (continued)

## 1. Description of Plan (continued)

### Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Employer's contribution and (b) Plan earnings and charged with administrative expenses, if applicable. Allocations are based on participant earnings or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

### Vesting

Participants vest in Employer matching contributions based upon years of service, as defined by the Plan. Participants are 100 percent vested upon completion of five years of service and are immediately vested in their deferred

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(pre-tax) contributions, after-tax contributions, and the actual earnings thereon.

### Loans

Participants may borrow against their accounts in amounts of not less than \$1,000 and not to exceed the lesser of \$50,000 or 50 percent of the participant's vested account balance. Loans will bear interest based on the current banking prime rate when the loan is requested and may not exceed a five-year term, unless the proceeds are used to acquire the primary residence of the participant, in which case the maximum term may be 25 years. The loans are secured by the balances in the participant's account. Interest rates are based on the Chase Prime Rate and range from 4.00 percent to 13.00 percent at December 31, 2006. Repayment is made by payroll withholdings.

### Payment of Benefits

A participant who terminated employment with a vested account balance less than \$1,000, excluding rollover contributions, will receive a lump-sum payment. If the participant has a vested balance which exceeds \$1,000, excluding rollover contributions, and has not elected payment to another eligible retirement plan in a direct rollover or to receive payment directly, the Plan will pay the distribution in a direct rollover to an individual retirement account designated by the Plan Administrator. In lieu of lump-sum payment, a participant who terminates

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## BOK Financial Thrift Plan for Salaried Employees

### Notes to Financial Statements (continued)

#### 1. Description of Plan (continued)

employment after his or her 65th birthday or attaining age 50 and completing ten years of service, shall be entitled to elect monthly, quarterly, semiannual, or annual installment payments to be paid over a period not to exceed 10 years from the benefit commencement date. The installments may be accelerated at the direction of the participant.

#### Forfeitures

Forfeited balances of terminated participants' nonvested accounts are utilized to pay administrative costs or to reduce future Employer contributions. During 2006, forfeitures of \$76,000 were used to reduce Employer matching contributions. Additionally, at December 31, 2006 and 2005, forfeitures outstanding that will be used to reduce future Employer matching contributions were \$22,617 and \$24,085, respectively.

#### Plan Termination

The Employer expects to continue the Plan indefinitely. However, the Employer reserves the right to discontinue the Plan or to amend the Plan, in whole or in part, from time-to-time. In the event of Plan termination, participants will become 100 percent vested in their accounts.

#### 2. Summary of Significant Accounting Policies

##### Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting. Benefit payments are recorded when paid.

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### Administrative Expenses

The Employer pays all administrative expenses except for loan origination fees and fees related to self-directed common stocks, registered investment companies, and bonds, which are paid by the participants.

### Investment Valuation and Income Recognition

Shares of registered investment companies are valued at fair value based on published market prices, which represent the net asset value of shares held by the Plan at year-end. The BOKF Common Stock, other common stocks and bonds are valued at the quoted market price. The

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## BOK Financial Thrift Plan for Salaried Employees

### Notes to Financial Statements (continued)

#### 2. Summary of Significant Accounting Policies (continued)

MAP funds are collective trust funds and are valued at fair value based on the underlying investments of such funds as determined by BOKF. Participant loans receivable are valued at their outstanding balances, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

In December 2005, the Financial Accounting Standards Board (FASB) issued FASB Staff Position AAG INV-1 and SOP 94-4-1, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (the FSP). The FSP defines the circumstances in which an investment contract is considered fully benefit-responsive and provides certain reporting and disclosure requirements for funds that invest in such assets. The Plan's investments include the SEI Stable Asset Fund (SEI), a collective trust that invests in a variety of fully benefit-responsive investment contracts. The Plan adopted the FSP as of December 31, 2006. However, the adoption did not have a material effect on the Plan's financial statements as the Plan's investments in SEI are stated at contract value, which approximates fair value, as of December 31, 2006 and 2005. Contract value represents contributions made, plus earnings, less withdrawals and administrative expenses.

### Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

### Effect of Recently Issued Statements of Financial Accounting Standards

In September 2006, the FASB issued Statement No. 157, Fair Value Measurements (FAS 157). This statement defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. FAS 157 is effective for the Plan in 2007. The Plan is currently evaluating the impact on FAS 157 on its financial statements.

### Excess Contributions Payable

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In order to be in compliance with the nondiscrimination rules under the Internal Revenue Code (the Code), the Plan is required to return excess contributions to certain highly compensated employees. As of December 31, 2005, the Plan recorded a liability in the amount of \$3,731. The amounts payable to participants as of December 31, 2005 were refunded by December 31, 2006, as required by the Code.

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BOK Financial Thrift Plan for Salaried Employees

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

There were no excess contributions as of December 31, 2006.

3. Investments

The Plan's investments are held by a bank-administered trust fund at Bank of Oklahoma, N.A. Trust Division (the Trustee). During 2006, the Plan's investments (including investments purchased and sold, as well as held during the year) appreciated (depreciated) in fair value as determined by quoted market prices for BOKF Common Stock, bonds and common stocks; published market prices for registered investment companies; and the MAP funds annual audited financial statements for collective investment trusts as follows:

	Net Appreciation (Depreciation) in Fair Value of Investments
	-----
BOKF Common Stock	\$ 4,532,022
Registered investment companies	11,267,949
Self-directed common stocks	(73,480)
Self-directed registered investment companies	97,482
Self-directed bonds	4,914
Collective investment trusts	1,228,531
	-----
	\$ 17,057,418
	=====

The fair values of all individual investments, including those that represent five percent or more of the Plan's net assets, are separately identified in the statements of net assets available for benefits.

4. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated April 1, 2002, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

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BOK Financial Thrift Plan for Salaried Employees



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Notes to Financial Statements (continued)

5. Reconciliation of Financial Statements to the Form 5500

The following reconciles net assets available for benefits per the financial statements to the Form 5500:

	December 31	
	2006	
	-----	-----
Net assets available for benefits per the financial statements	\$173,151,038	\$14
Less: Benefits payable	(335)	
	-----	-----
Net assets available for benefits per the Form 5500	\$173,150,703	\$14
	=====	=====
		Year
		Decem
		2
		-----
Benefit payments per the financial statements		\$ 10
Add: Benefits payable at end of year		
Less: Benefits payable at beginning of year		
		-----
Benefit payments to participants per the Form 5500		\$ 10
		=====

Benefits payable are recorded on the Form 5500 for payments to participants that have been processed and approved for payment prior to December 31, but not yet paid.

6. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

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BOK Financial Thrift Plan for Salaried Employees

Notes to Financial Statements (continued)

7. Related Parties

AXIA Investment Management, Inc. (AXIA), formerly BOK Investment Advisors, Inc., a wholly owned subsidiary of Bank of Oklahoma, N.A. (BOK), serves as investment advisor and administrator to American Performance Funds (AP Funds). AP Funds is a diversified, open-ended, investment company established in 1987 as a business trust under the Investment Act of 1940. BOK serves as custodian for AP Funds.

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BOK Financial offers the AP Funds products to customers and employees, in the ordinary course of business, through its brokerage and trading, employee benefit plan and trust services, as well as to the public. Additionally, a portion of the Plan's assets are invested in Company Stock. Since the Company is the Plan Sponsor, investments involving Company Common Stock qualify as party-in-interest transactions. All of these transactions are exempt from prohibited transaction rules.

Effective January 1, 2005, the Plan was authorized to include Bank of Oklahoma, N.A. MAP funds as investment options. The MAP funds include five different managed funds designed to meet different risk tolerances and years to retirement. The MAP funds are comprised of different asset classes, capitalizations and investment styles. AXIA also serves as investment advisor to the MAP funds.

8. Subsequent Event

Effective May 1, 2007, participants are eligible to make after-tax contributions on the first day of the month following one month of service. Additionally, the 24-month restriction for after-tax in-service withdrawals was eliminated.

Supplemental Schedule

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BOK Financial Thrift Plan for Salaried Employees

EIN: 73-0780382 Plan #: 002

Schedule H; Line 4i--Schedule of Assets (Held at End of Year)

December 31, 2006

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investments, Including Maturity Date, Rate of Interest, or Maturity Value
*	BOK Financial Corporation	BOKF Common Stock
*	American Performance Funds	Cash Management Fund Intermediate Bond Fund
	SEI Funds	Stable Asset Fund
	International	Strategic Allocation Fund
	American	Balanced Fund
	Neuberger and Berman	Genesis Trust Fund
	Dodge and Cox	Stock Fund
	Vanguard	Institutional Index
	Vanguard	Mid-Cap Index

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American	Growth Fund of America
Hotchkis and Wiley	Midcap Valuation Fund
T Rowe Price	New Horizons
* Bank of Oklahoma, N.A. Managed Allocation Portfolio	MAP Conservative Fund MAP Balanced Fund MAP Moderate Growth Fund MAP Growth Fund MAP Aggressive Growth Fund
Self-directed common stocks, bonds and registered investment companies	Common stocks, bonds and registered investment companies
* Participant loans	Interest rates ranging from 4.00 percent to 13.00 percent

\*Indicates Party-in-interest to the Plan.

Column (d) is not applicable as all investments are participant directed.