

EDWARDS CRAWFORD H
Form 4
April 30, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
EDWARDS CRAWFORD H

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)
4200 SOUTH HULEN, SUITE 614

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2012

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

FORT WORTH, TX 76109

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

(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. Transaction Code | | 4. Securities Acquired (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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|--|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock, \$0.01 par value | 04/27/2012 | | M | | 2,000 | A | \$ 56.9 | 53,884 | D | |
| Common Stock, \$0.01 par value | | | | | | | | 24,706 | I | As Trustee for Son ⁽¹⁾ |
| Common Stock, \$0.01 par value | | | | | | | | 24,706 | I | As Trustee for Daughter ⁽²⁾ |

| | | | | |
|-----------------------------------|--|--------|---|--------------------------------|
| Common Stock, \$0.01 par value | | 24,706 | I | As Trustee for Daughter (3) |
|-----------------------------------|--|--------|---|--------------------------------|

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.

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Deferred Stock Units | (4) | 04/26/2012 | | A | 512 | (5) (5) | Common Stock | 512 |
| Stock Option | \$ 56.9 | 04/27/2012 | | M | 2,000 | 04/27/2006 04/27/2012 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EDWARDS CRAWFORD H 4200 SOUTH HULEN SUITE 614 FORT WORTH, TX 76109 | X | | | |

Signatures

/s/ Crawford H. Edwards 04/30/2012

**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).
- (1) Crawford H. Edwards is Trustee of the Crawford Overton Edwards, II. Living Trust (trust for the benefit of Crawford's son)
- (2) Crawford H. Edwards is Trustee of the Elizabeth Townsend Edwards Living Trust (trust for the benefit of Crawford's daughter)
- (3) Crawford H. Edwards is Trustee of the Jennie Minerva Edwards Living Trust (trust for the benefit of Crawford's daughter)
- (4) Each deferred stock unit represents the right to receive one share of Cullen/Frost common stock.
- (5) The deferred stock units vested on April 26, 2012. Shares will be delivered to the reporting person on the date when the reporting person experiences a separation from service with Cullen/Frost.

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.