

CULLEN/FROST BANKERS, INC.

Form 3

January 20, 2017

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Stead Jimmy

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

01/11/2017

3. Issuer Name and Ticker or Trading Symbol

CULLEN/FROST BANKERS, INC. [CFR]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Group Executive Vice President

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting Person

100 WEST HOUSTON STREET

(Street)

SAN ANTONIO, TX 78205

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock, \$0.01 par value

1,701

I

Through 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

				Shares		(I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	10/29/2023	Common Stock	482	\$ 71.39	D	Â
Employee Stock Option (right to buy)	Â (2)	10/28/2024	Common Stock	4,000	\$ 78.92	D	Â
Employee Stock Option (right to buy)	Â (3)	10/27/2025	Common Stock	3,000	\$ 65.11	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	820	\$ (5)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stead Jimmy 100 WEST HOUSTON STREET SAN ANTONIO, TX 78205	Â	Â	Â Group Executive Vice President	Â

## Signatures

/s/ Jimmy Stead 01/20/2017

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Vest 25% per year for four years from grant date of 10-29-2013 based on an original award quantity of 1,930 shares.
- (2) Vest 25% per year for four years from grant date of 10-28-2014.
- (3) Vest 25% per year for four years from grant date of 10-27-2015 based on an original award quantity of 4,000 shares.
- (4) Generally vest after four years from grant date.
- (5) Each restricted stock unit represents the right to receive one share of Cullen/Frost common stock.

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.