

LEWIS BARRY M
Form 4
December 06, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
LEWIS BARRY M

2. Issuer Name and Ticker or Trading Symbol
AMEGY BANCORPORATION, INC. [ABNK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/03/2005

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

C/O AMEGY BANCORPORATION, 4400 POST OAK PARKWAY

(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

HOUSTON, TX 77027

(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 (Instr. 8)	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	(D)	Price
Common Stock, \$1.00 par value	12/03/2005		D		63,840	D	0

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)

Edgar Filing: LEWIS BARRY M - Form 4

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director's Stock Option	\$ 9.9062	12/03/2005		D	5,900	01/01/2000	01/01/2010	Common Stock	5,900
Director's Stock Option	\$ 14.54	12/03/2005		D	5,900	01/02/2003	01/02/2013	Common Stock	5,900
Director's Stock Option	\$ 2.2	12/03/2005		D	2,400	12/31/1995	<u>(4)</u>	Common Stock	2,400
Director's Stock Option	\$ 4.125	12/03/2005		D	5,100	12/31/1996	12/31/2006	Common Stock	5,100
Director's Stock Option	\$ 20.125	12/03/2005		D	5,100	01/02/2001	01/02/2011	Common Stock	5,100
Director's Stock Option	\$ 8.9688	12/03/2005		D	7,100	01/04/1999	01/04/2009	Common Stock	7,100
Director's Stock Option	\$ 15.23	12/03/2005		D	3,600	01/02/2002	01/02/2012	Common Stock	3,600
Employee Stock Option	\$ 7.6875	12/03/2005		D	6,100	01/02/1998	01/02/2008	Common Stock	6,100
Phantom Stock Units	\$ 0	12/03/2005		D	11,595	<u>(3)</u>	<u>(4)</u>	Common Stock	11,595

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEWIS BARRY M
C/O AMEGY BANCORPORATION
4400 POST OAK PARKWAY
HOUSTON, TX 77027

X

Signatures

/s/ Loretta Riggsby,
attorney-in-fact

12/06/2005

__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) Exchanged in merger with Zions Bancorporation ("Zions") for a combination of cash and Zions common stock valued at \$23.88 based on average closing prices thereof for the ten trading days ending December 2, 2005.
- (2) Each option was exchanged in merger for an option to purchase 0.3136 shares of Zions common stock at the old exercise price divided by .3136.
- (3) Phantom stock units will be converted to common stock upon director's departure from the Company.
- (4) No expiration date.
- (5) Each phantom stock unit was exchanged in the merger for a phantom stock unit representing 0.3136 shares of Zions 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.