

CULLEN/FROST BANKERS, INC.

Form 4

November 16, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Wood Jack A

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)  
3501 FAUDREE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/14/2016

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

ODESSA, TX 79765  
  
(City) (State) (Zip)

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

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock, \$0.01 par value  | 11/14/2016                           |  | S                              |   | 15,992  | D  | Through Limited Partnership (2)                       |
|                                 |                                      |  |                                |   | \$ 82.78 (1)  |  |   |
| Common Stock, \$0.01 par value  | 11/14/2016                           |  | S                              |   | 28,800  | D  | Through Limited Partnership (2)                       |
|                                 |                                      |  |                                |   | \$ 84.02 (3)  |  |   |
| Common Stock, \$0.01 par value  | 11/14/2016                           |  | S                              |   | 16,200  | D  | Through Limited Partnership (2)                       |
|                                 |                                      |  |                                |   | \$ 84.73 (4)  |  |   |

|                                |            |   |        |   |                 |         |   |                                    |
|--------------------------------|------------|---|--------|---|-----------------|---------|---|------------------------------------|
| Common Stock, \$0.01 par value | 11/14/2016 | S | 11,008 | D | \$ 85.62<br>(5) | 508,123 | I | Through Limited Partnership<br>(2) |
| Common Stock, \$0.01 par value | 11/15/2016 | S | 21,000 | D | \$ 81.49<br>(6) | 487,123 | I | Through Limited Partnership<br>(2) |
| Common Stock, \$0.01 par value | 11/15/2016 | S | 63,799 | D | \$ 82.31<br>(7) | 423,324 | I | Through Limited Partnership<br>(2) |
| Common Stock, \$0.01 par value | 11/15/2016 | S | 201    | D | \$ 82.75<br>(8) | 423,123 | I | Through Limited Partnership<br>(2) |

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)

**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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |
|  |  |                                      |  |                                | Code V (A) (D)  |  |   |  |  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| Wood Jack A<br>3501 FAUDREE    | X             |           |         |       |

ODESSA, TX 79765

## Signatures

/s/ Jack A.  
Wood

11/16/2016

\_\_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).  

The price in Column 4 is based on a weighted average price. The prices actually paid range from \$82.35 to \$83.34. The reporting person

  - (1) will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the ranges set forth in footnotes (1) and (3) through (8) of this Form.
  - (2) Shares held by JAW Resources, LP (the "Partnership") of which the reporting person is a general partner. The reporting person is also the sole member and sole manager of JTKW, LLC, which is the sole general partner of the Partnership.
  - (3) The price in Column 4 is based on a weighted average price. The prices actually paid range from \$83.35 to \$84.34.
  - (4) The price in Column 4 is based on a weighted average price. The prices actually paid range from \$84.35 to \$85.34.
  - (5) The price in Column 4 is based on a weighted average price. The prices actually paid range from \$85.35 to \$86.18.
  - (6) The price in Column 4 is based on a weighted average price. The prices actually paid range from \$80.74 to \$81.73.
  - (7) The price in Column 4 is based on a weighted average price. The prices actually paid range from \$81.74 to \$82.72.
  - (8) The price in Column 4 is based on a weighted average price. The prices actually paid range from \$82.75 to \$82.79.

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.