

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2001-02-02**
SEC Accession No. **0001010521-01-000077**

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

CULLEN FROST BANKERS INC

CIK: **39263** | IRS No.: **741751768** | State of Incorporation: **TX** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-10460** | Film No.: **1522122**
SIC: **6021** National commercial banks

Business Address
*100 W HOUSTON ST
P O BOX 1600
SAN ANTONIO TX 78205
2102204841*

FILED BY

HANCOCK JOHN FINANCIAL SERVICES INC

CIK: **736260** | IRS No.: **043483032** | Fiscal Year End: **1231**
Type: **SC 13G/A**
SIC: **6311** Life insurance

Mailing Address
*LAW DIVISION
PO BOX 111
BOSTON MA 02117*

Business Address
*LAW DIVISION
PO BOX 111
BOSTON MA 02117*

OMB APPROVAL

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Cullen/Frost Bankers, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

229899109

(CUSIP Number)

December 31, 2000

(Date of Event Which Requires Filing of the Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<TABLE>
<CAPTION>

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CUSIP No. 229899109

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John Hancock Financial Services, Inc.
I.R.S. No. 04-3483032

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

Number of 5 SOLE VOTING POWER

Shares

-0-

Beneficially 6 SHARED VOTING POWER
Owned by
Each

-0-

Reporting 7 SOLE DISPOSITIVE POWER
Person
With

-0-

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, Inc.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9, above.

12 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John Hancock Life Insurance Company (formerly named John Hancock Mutual Life Insurance Company)
I.R.S. No. 04-1414660

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
N/A (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Commonwealth of Massachusetts

5 SOLE VOTING POWER
Number of Shares -0-

6 SHARED VOTING POWER
Beneficially Owned by Each -0-

7 SOLE DISPOSITIVE POWER
Reporting Person With -0-

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, Inc.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9, above.

12 TYPE OF REPORTING PERSON*

IC, IA, HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John Hancock Subsidiaries, Inc.
I.R.S. No. 04-2687223

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
Number of Shares -0-

6 SHARED VOTING POWER
Beneficially Owned by Each -0-

7 SOLE DISPOSITIVE POWER
Reporting Person With -0-

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, Inc.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9, above.

12 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |
N/A (b) |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
Number of Shares -0-

6 SHARED VOTING POWER
Beneficially Owned by Each -0-

7 SOLE DISPOSITIVE POWER
Reporting Person With -0-

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, Inc.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
See line 9, above.

12 TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
John Hancock Advisers, Inc.
I.R.S. No. 04-2441573

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
N/A (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
Number of Shares 1,921,350

6 SHARED VOTING POWER
Beneficially Owned by Each -0-

7 SOLE DISPOSITIVE POWER
Reporting Person With 1,921,350

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,921,350

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
3.7%

12 TYPE OF REPORTING PERSON*
IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute

Item 1(a) Name of Issuer:

Cullen/Frost Bankers, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

100 W. Houston Street
San Antonio, TX 78296

Item 2(a) Name of Person Filing:

This filing is made on behalf of John Hancock Financial Services, Inc. ("JHF"), JHF's direct, wholly-owned subsidiary, John Hancock Life Insurance Company ("JHLICO"), JHLICO's direct, wholly-owned subsidiary, John Hancock Subsidiaries, Inc. ("JHSI"), JHSI's direct, wholly-owned subsidiary, The Berkeley Financial Group, Inc. ("TBFG") and TBFG's wholly-owned subsidiary, John Hancock Advisers, Inc. ("JHA").

As a result of the demutualization of JHLICO, JHF became the parent holding company of JHLICO and may be deemed the beneficial owner of securities beneficially owned by JHLICO. Prior filings in respect of this holding were made by JHLICO (CIK No. 0000917406).

Item 2(b) Address of the Principal Offices:

The principal business offices of JHF, JHLICO and JHSI are located at John Hancock Place, P.O. Box 111, Boston, MA 02117. The principal business offices of TBFG and JHA are located at 101 Huntington Avenue, Boston, Massachusetts 02199.

Item 2(c) Citizenship:

JHLICO was organized and exists under the laws of the Commonwealth of Massachusetts. JHF, JHSI, TBFG and JHA were organized and exist under the laws of the State of Delaware.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

229899109

Item 3 If the Statement is being filed pursuant to Rule 13d-1(b), or

13d-2(b), check whether the person filing is a:

JHF: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b) (ii) (G).

JHLICO: (c) (X) Insurance Company as defined in ss.3(a)(19) of the Act.

(e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.

(g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b) (ii) (G).

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JHSI: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b) (ii) (G).

- TBFG: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b) (ii) (G).
- JHA: (e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.

Item 4 Ownership:

(a) Amount Beneficially Owned: JHA has direct beneficial ownership of 1,921,350 shares of Common Stock. Through their parent-subsidary relationship to JHA, JHF, JHLICO, JHSI and TBFG have indirect, beneficial ownership of these same shares. 9,000 shares are held by the Partner Reinsurance Ltd. Bank Sector, an open-end diversified management company registered under ss.8 of the Investment Company Act.

1,905,850 shares are held by the John Hancock Regional Bank Fund, an open-end diversified management company registered under ss.8 of the Investment Company Act.

6,500 shares are held by the John Hancock V.A. Regional Bank Fund, an open-end diversified management company registered under ss.8 of the Investment Company Act.

(b) Percent of Class: 3.7%

(c) (i) sole power to vote or to direct the vote:
JHA has sole power to vote or direct the vote of the 1,921,350 shares of Common Stock under the Advisory Agreements as follows:

Fund Name -----	Number of Shares -----	Date of Advisory Agreement -----
Partner Reinsurance Ltd. Bank Sector	9,000	April 6, 2000
John Hancock Regional Bank Fund	1,905,850	July 1, 1996
John Hancock V.A. Regional Bank Fund	6,500	May 1, 1998

(ii) shared power to vote or to direct the vote: -0-

(iii) sole power to dispose or to direct the disposition of:
JHA has sole power to dispose or to direct the disposition of the 1,921,350 shares of Common Stock under the Advisory Agreements noted in Item 4(c) (i) above.

(iv) shared power to dispose or to direct the disposition of: -0-

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

See Item 4.

Item 7 Identification and Classification of the Subsidiary which Acquired

the Security Being Reported on by the Parent Holding Company:

See Items 3 and 4 above.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of a Group:

Not applicable.

Item 10 Certification:

By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

John Hancock Financial Services, Inc.

By: /s/Barry J. Rubenstein

Name: Barry J. Rubenstein

Title: Vice President, Counsel & Secretary

Dated: February 1, 2001

John Hancock Life Insurance Company

By: /s/Gregory P. Winn

Name: Gregory P. Winn

Title: Vice President & Treasurer

Dated: February 1, 2001

John Hancock Subsidiaries, Inc.

By: /s/Gregory P. Winn

Name: Gregory P. Winn

Title: Treasurer

Dated: February 1, 2001

The Berkeley Financial Group, Inc.

By: /s/Susan S. Newton

Name: Susan S. Newton

Title: Senior Vice President

Dated: February 1, 2001

John Hancock Advisers, Inc.

By: /s/Susan S. Newton

Name: Susan S. Newton

Title: Senior Vice President

Dated: February 1, 2001

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EXHIBIT A

John Hancock Financial Services, Inc., John Hancock Life Insurance Company, John Hancock Subsidiaries, Inc., The Berkeley Financial Group, Inc. and John Hancock Advisers, Inc. agree that the Terminating Schedule 13G (Amendment No. 1), to which this Agreement is attached, relating to the Common Stock of Cullen/Frost Bankers, Inc. is filed on behalf of each of them.

John Hancock Financial Services, Inc.

By: /s/Barry J. Rubenstein

Name: Barry J. Rubenstein

Title: Vice President, Counsel & Secretary

Dated: February 1, 2001

John Hancock Life Insurance Company

By: /s/Gregory P. Winn

Name: Gregory P. Winn

Title: Vice President & Treasurer

Dated: February 1, 2001

John Hancock Subsidiaries, Inc.

By: /s/Gregory P. Winn

Name: Gregory P. Winn

Title: Treasurer

Dated: February 1, 2001

The Berkeley Financial Group, Inc.

By: /s/Susan S. Newton

Name: Susan S. Newton

Title: Senior Vice President

Dated: February 1, 2001

John Hancock Advisers, Inc.

By: /s/Susan S. Newton

Name: Susan S. Newton

Title: Senior Vice President

Dated: February 1, 2001

</TABLE>