

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2012-12-27**
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REPORTING OWNER

GREEN PHILLIP D

CIK: **1128404**

Type: **4** | Act: **34** | File No.: **001-13221** | Film No.: **13519604**

Mailing Address

*100 WEST HOUSTON ST
SAN ANTONIO TX 78205*

ISSUER

CULLEN/FROST BANKERS, INC.

CIK: **39263** | IRS No.: **741751768** | State of Incorporation: **TX** | Fiscal Year End: **1231**
SIC: **6021** National commercial banks

Mailing Address

*POST OFFICE BOX 1600
SAN ANTONIO TX
78246-1600*

Business Address

*100 W HOUSTON ST
SAN ANTONIO TX 78205
210-220-4011*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person GREEN PHILLIP D			2. Issuer Name and Ticker or Trading Symbol CULLEN/FROST BANKERS, INC. [CFR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> Officer (give title below) ____ 10% Owner ____ Other (specify below) Group EVP / CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/27/2012			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
100 WEST HOUSTON STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) SAN ANTONIO, TX 78205								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	12/27/2012		<u>G</u>	<u>V</u>	365	D	\$ 0	49,083	D	
Common Stock, \$0.01 par value	12/28/2012		<u>G</u>	<u>V</u>	655	D	\$ 0	48,428	D	
Common Stock, \$0.01 par value								1,100	I	By Spouse
Common Stock, \$0.01 par value								4,527	I	As Trustee for Son (L)
Common Stock, \$0.01 par value								4,527	I	As Trustee for Son (L)
Common Stock, \$0.01 par value								4,527	I	As Trustee for Daughter (L)
Common Stock, \$0.01 par value								4,527	I	As Trustee for Son (L)
Common Stock, \$0.01 par value								1,850	I	As Trustee for Son (L)
Common Stock, \$0.01 par value								4,527	I	As Trustee for Daughter (L)
Common Stock, \$0.01 par value								33,002	I	Through 401(k) Plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Each of Mr. Green's children is the beneficiary of a trust of which Mr. Green is the trustee.

Signatures

/s/ Phillip D. Green
** Signature of Reporting Person

01/09/2013
Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.