

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-28** | Period of Report: **2012-12-31**
SEC Accession No. [0001140361-13-003365](#)

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

FILER

GEORGE KAISER FAMILY FOUNDATION

CIK: [1265376](#) | IRS No.: **000000000** | State of Incorporation: **OK**
Type: **13F-HR** | Act: **34** | File No.: **028-13551** | Film No.: **13551741**

Business Address
*124 E. 4TH STREET
TULSA OK 74080*

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

Form 13F
Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 12/31/2012
Check here if Amendment []; Amendment Number:

This Amendment (Check only one.):
 [] is a restatement.
 [] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: George Kaiser Family Foundation

Address: 7030 South Yale, Suite 600
 Tulsa, OK 74136

Form 13F File Number: 28-13551

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this submission.

Persons Signing this Report on Behalf of Reporting Manager:

Name: Robert Thomas
Title: Chief Investment Officer
Phone: (918) 392-1612

Signature, Place, and Date of Signing:

/s/ Robert Thomas	Tulsa, OK	1/28/2013
-----	-----	-----
[Signature]	[City, State]	[Date]

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 5

Form 13F Information Table Value Total: \$ 629,037

(In Thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

NONE

<TABLE>
<CAPTION>

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING SOLE	AUTHORITY SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
BOK Financial Unit Corporation	Common	05561Q201	260,076	4,775,534	SH		SOLE		4,775,534	0	0
Anadarko Petroleum Petroleo Brasileiros	Common	909218109	201,444	4,471,560	SH		SOLE		4,471,560	0	0
Petroleo Brasileiros	Common	032511107	119,833	1,612,614	SH		SOLE		1,612,614	0	0
Sandridge	Common	71654V408	42,815	2,199,000	SH		SOLE		2,199,000	0	0
		80007P907	4,869	6,670,000	SH	CALL	SOLE		6,670,000	0	0

</TABLE>