

GOLD BANC CORP INC
 Form 4
 April 04, 2006

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 *
 Neff Jerry L

(Last) (First) (Middle)
 4502 CORTEZ ROAD W
 (Street)

BRADENTON, FL 34210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 GOLD BANC CORP INC [GLDB]

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Personal Banking & Wealth Mgt

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	04/01/2006		D	20,000 D <u>(1)</u> 0		D	
Common Stock	04/01/2006		D	38,374 D <u>(2)</u> 0		I	See <u>(3)</u>

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

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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. Amount or Number of Shares
Stock Option	\$ 7.25	04/01/2006		D	4,140	<u>(4)</u> 03/06/2011	Common Stock	4,140
Stock Option	\$ 7.06	04/01/2006		D	10,000	<u>(5)</u> 01/25/2012	Common Stock	10,000
Stock Option	\$ 11.03	04/01/2006		D	10,000	<u>(6)</u> 07/23/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neff Jerry L 4502 CORTEZ ROAD W BRADENTON, FL 34210			Personal Banking & Wealth Mgt	

Signatures

Jerry L. Neff 04/04/2006
 __Signature of Date
 Reporting Person

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) Disposed of pursuant to merger agreement between issuer and Marshall & Ilsley Corporation ("M&I") in exchange for 7,152 shares of M&I common stock having a market value of \$43.96 per share on the effective date of the merger.
- (2) Disposed of pursuant to merger agreement between issuer and M&I in exchange for 13,722 shares of M&I common stock having a market value of \$43.96 per share on the effective date of the merger.
- (3) Includes: (a) 15,734 shares held jointly by reporting person with spouse, (b) 19,527 shares held by reporting person in an IRA, and (c) 3,113 shares held in reporting person's ESOP.
- (4) This option, which provided for vesting in five equal annual installments beginning on March 6, 2002, was assumed by M&I in the merger and replaced with an option to purchase 1,743 shares of M&I common stock for \$17.22 per share.
- (5) This option, which provided for vesting in five equal annual installments beginning on Jan. 25, 2003, was assumed by M&I in the merger and replaced with an option to purchase 4,208 shares of M&I common stock for \$16.78 per share.

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- (6) This option, which provided for vesting in five equal annual installments beginning on July 23, 2004, was assumed by M&I in the merger and replaced with an option to purchase 4,208 shares of M&I common stock for \$26.21 per share.

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

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