

STEPHENS STEVEN DAN  
Form 4/A  
January 04, 2012

**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 *<br><b>STEPHENS STEVEN DAN</b> |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><b>ZIONS BANCORPORATION /UT/[ZION]</b> | 5. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)   |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br><b>11/04/2011</b>                     | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><b>Executive Vice President / Subsidiary Pres.</b> |
| <b>ONE SOUTH MAIN, 15TH FLOOR</b>                                       |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)<br><b>11/04/2011</b>                    | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)  | (State) | (Zip)    | <b>SALT LAKE CITY, UT 84133</b>  |  |

**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 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 |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

Edgar Filing: STEPHENS STEVEN DAN - Form 4/A

| (Instr. 3)       | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | Code | V | (A) | (D) | Date Exercisable | Expiration<br>Date | Title           | Amount of<br>Number of<br>Shares |
|------------------|------------------------------------|------------------|------------|---|------|---|-----|-----|------------------|--------------------|-----------------|----------------------------------|
| Phantom<br>Stock | (1)                                | 11/04/2011       | A          | 422.141<br>(2) (3)  |      |   |     |     | 01/15/2012(4)    | (4)                | Common<br>Stock | 422.141                          |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |                  |
|---|---------------|-----------|--------------------------|------------------|
|   | Director      | 10% Owner | Officer                  | Other            |
| STEPHENS STEVEN DAN<br>ONE SOUTH MAIN, 15TH FLOOR<br>SALT LAKE CITY, UT 84133 |               |           | Executive Vice President | Subsidiary Pres. |

## Signatures

By Thomas E. Laursen as attorney  
in fact 01/04/2012

\*\*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).
- (1) Each share of phantom stock is the economic equivalent of one share of ZION common stock.  
These shares are issuable in respect of restricted stock units that represent a portion of the reporting person's salary, net of withholdings and deduction, and that were issued under the Zions Bancorporation 2005 Stock Option and Incentive Plan. For more information, please
- (2) see the Current Report 8-K filed by Zions Bancorporation on January 26, 2011. Restricted stock units are 100% vested on the date of grant but are subject to transfer restrictions that lapse in two annual installments beginning on January 15, 2012 and that lapse in full on the reporting person's earlier death. These units will settle in cash payments.
- (3) Amendment. The Form 4 filed previously filed inadvertently reported an incorrect number of shares granted.
- (4) The Stock Units will be paid in cash in increments of 50% as of January 15, 2012 and 50% as of December 15, 2012.

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.