

CULLEN/FROST BANKERS, INC.

Form 4

February 27, 2014

FORM 4

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

OMB APPROVAL

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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 *
EDWARDS CRAWFORD H

2. Issuer Name and Ticker or Trading Symbol
CULLEN/FROST BANKERS, INC.
[CFR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

4200 SOUTH HULEN, SUITE 614

(Street)

FORT WORTH, TX 76109

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2014

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

Director 10% Owner
 Officer (give title below) Other (specify below)

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)	Amount or Price					
Common Stock, \$0.01 par value	02/25/2014		G	V	665	D	\$ 0	55,219	D	
Common Stock, \$0.01 par value								76,617	I	Through Trust ⁽¹⁾
Common Stock, \$0.01 par value								24,706	I	As Trustee for Son ⁽²⁾

Common Stock \$0.01 par value	24,706	I	As Trustee for Daughter <u>(3)</u>
Common Stock, \$0.01 par value	24,706	I	As Trustee for Daughter <u>(4)</u>
Common Stock, \$0.01 par value	53,617	I	As Trustee for Sister <u>(5)</u>

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.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDWARDS CRAWFORD H 4200 SOUTH HULEN SUITE 614 FORT WORTH, TX 76109	X			

Signatures

/s/ Crawford H.
Edwards

02/27/2014

__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) Crawford H. Edwards is trustee and beneficiary of the Crawford Hearne Edwards 2012 Irrevocable Trust.
- (2) Crawford H. Edwards is trustee of the Crawford Overton Edwards, II. Living Trust (trust for the benefit of Crawford's son)
- (3) Crawford H. Edwards is trustee of the Elizabeth Townsend Edwards Living Trust (trust for the benefit of Crawford's daughter)
- (4) Crawford H. Edwards is trustee of the Jennie Minerva Edwards Living Trust (trust for the benefit of Crawford's daughter)
- (5) Crawford H. Edwards is one of three co-trustees of the Mary Martha Edwards Richter 2012 Irrevocable Trust (trust for benefit of Crawford's sister).

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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