

GOLD BANC CORP INC
Form 4/A
April 05, 2006

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 *
LISTER TED J JR

(Last) (First) (Middle)

6860 WEST 115TH, SUITE 100

(Street)

OVERLAND PARK, KS 66211

(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)

04/04/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr Vice President - HR

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) Price			
Common Stock	04/01/2006		D	9,032 D	0	D	

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)

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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	\$ 11.03	04/01/2006		D	5,000	<u>(2)</u> 07/23/2013	Common Stock	5,000
Stock Option	\$ 7.06	04/01/2006		D	5,000	<u>(3)</u> 01/25/2012	Common Stock	5,000
Stock Option	\$ 7.6	04/01/2006		D	1,000	<u>(4)</u> 11/08/2011	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LISTER TED J JR 6860 WEST 115TH, SUITE 100 OVERLAND PARK, KS 66211			Sr Vice President - HR	

Signatures

Ted J. Lister 04/05/2006
 **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) This amended Form 4 is being filed to correct the total number of shares held by the reporting person and the number of shares exchanged in the merger. The total shares were disposed pursuant to merger agreement between issuer and Marshall & Ilsley Corporation ("M&I") in exchange for 3,229 shares of M&I common stock having a market value of \$43.96 per share on the effective date of the merger.
- (2) 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 2,104 shares of M&I common stock for \$26.21 per share.
- (3) This option, which provided for vesting in five equal annual installments beginning on January 25, 2003, was assumed by M&I in the merger and replaced with an option to purchase 2,104 shares of M&I common stock for \$16.78 per share.
- (4) This option, which provided for vesting in five equal annual installments beginning on November 8, 2002, was assumed by M&I in the merger and replaced with an option to purchase 421 shares of M&I common stock for \$18.05 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. 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.