

CULLEN FROST BANKERS INC
Form 8-K
May 10, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 29, 2010

CULLEN/FROST BANKERS, INC.

(Exact name of issuer as specified in its charter)

Texas
(State or other jurisdiction
of incorporation)

001-13221
(Commission
File Number)

74-1751768
(IRS Employer
Identification No.)

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100 West Houston Street, San Antonio, Texas
(Address of principal executive offices)

78205
(Zip Code)

(210) 220-4011

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Corporation's Annual Meeting of Shareholders held on April 29, 2010, shareholders voted on the following matters:

- (1) To elect four Class I and four Class II director nominees to serve until the 2011 Annual Meeting of Shareholders. Final voting results were as follows:

| Name of Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------|------------------|-----------------------|-------------------------|
| <u>Class I</u> | | | |
| Crawford H. Edwards | 47,865,675 | 181,146 | 5,014,511 |
| Ruben M. Escobedo | 45,429,429 | 2,617,392 | 5,014,511 |
| Patrick B. Frost | 45,478,525 | 2,568,296 | 5,014,511 |
| David J. Haemisegger | 47,843,776 | 203,045 | 5,014,511 |
| <u>Class II</u> | | | |
| Richard W. Evans, Jr. | 47,270,648 | 776,173 | 5,014,511 |
| Karen E. Jennings | 45,577,574 | 2,469,247 | 5,014,511 |
| Richard M. Kleberg, III | 47,600,894 | 445,927 | 5,014,511 |
| Horace Wilkins, Jr. | 47,653,404 | 393,417 | 5,014,511 |

- (2) To ratify the selection of Ernst & Young LLP to act as independent auditors of the Corporation for the fiscal year that began January 1, 2010. Final voting results were as follows:

| | |
|---------------|------------|
| Votes For | 52,845,310 |
| Votes Against | 160,631 |
| Abstentions | 55,391 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CULLEN/FROST BANKERS, INC.

By: */s/* JERRY SALINAS
Jerry Salinas
Senior Executive Vice President and Treasurer

Dated: May 10, 2010