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BOK FINANCIAL CORP ET AL
 Form S-8
 June 22, 2006

As filed with the Securities and Exchange Commission on June 22, 2006

Registration No. 333-106531

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
 TO
 FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

BOK FINANCIAL CORPORATION
 (Exact Name of Registrant as Specified in Its Charter)

Oklahoma
 (State or Other Jurisdiction of
 Incorporation or Organization)

73-1373454
 (I.R.S. Employer
 Identification No.)

Bank of Oklahoma Tower
 Tulsa, Oklahoma
 (Address of Principal Executive Offices)

74172
 (Zip Code)

Amended and Restated
 BOK Financial Corporation
 2003 Stock Option Plan
 (Full title of the Plan)

Tamara R. Wagman
 Frederic Dorwart, Lawyers
 124 E. 4th Street
 Tulsa, Oklahoma 74103
 Name and Address of Agent For Service)

(918) 583-9922
 (Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Pr Ma Agg Offerin |
|--|----------------------------|--|----------------------------|
| Common Stock, par value \$.0006 per share (the "Common Stock") | 3,500,000 | \$48.08(2) | \$168 |

(1) The number of shares of Common Stock stated above consists of the aggregate number of additional shares not previously registered upon the exercise of options that may hereafter be granted under the Amended and Restated 2003 BOK Financial Stock Option Plan (the "Plan"). The maximum number of shares that may

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be sold upon the exercise of such options granted under the Plan is subject to adjustment in accordance with certain anti-dilution and other provisions of the Plan. Accordingly, pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares that may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions.

(2) This calculation is made solely for the purpose of determining the registration fee pursuant to Rule 457(h) under the Securities Act based on the average of the high and low sale prices per share of the Common Stock on the Nasdaq National Market on May 26, 2006.

REGISTRATION OF ADDITIONAL SECURITIES

This Post-Effective Amendment No. 1 to the Registration Statement hereby registers 3,500,000 additional shares of Common Stock pursuant to the Plan. A Registration Statement on Form S-8 (No. 333-106531) registering 2,000,000 shares of Common Stock under the Plan was filed with the Commission on June 26, 2003 (the "Registration Statement"). Pursuant to General Instruction E of Form S-8, the contents of the above-listed Registration Statement, as amended, are hereby incorporated herein by reference and the information required by Part II is omitted, except for Items 3 and 8 which are updated as follows:

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Commission are incorporated herein by reference:

1. The Registrant's Annual Report on Form 10-K, as subsequently amended on Form 10-K/A on June 8, 2006, for the fiscal year ended December 31, 2005 ("Fiscal 2005");
2. The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006;
3. All other reports of the Registrant filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of Fiscal 2005; and
4. The descriptions of the Registrant's Common Stock that are contained in the Registration Statements filed under Section 12 of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement on Form S-8 and prior to such time as the Registrant files a post-effective amendment to this Registration Statement on Form S-8 that indicates that all securities offered hereby have been sold, or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently-filed document that also is deemed to be

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incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits

The following exhibits have been filed (except where otherwise indicated) as part of this Registration Statement:

| Exhibit No. | Description |
|-------------|---|
| 4.4 | Amended and Restated 2003 BOK Financial Corporation Stock Option Plan (filed on Form DEF 14A on March 22, 2006) |
| 5.1 | Opinion of Frederic Dorwart, Lawyers* |
| 23.1 | Consent of Frederic Dorwart, Lawyers (included in Exhibit 5.1)* |
| 23.2 | Consent of Ernst & Young L.L.P. * |
| | * Filed herewith |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Tulsa, State of Oklahoma, on this 19th day of June, 2006.

BOK Financial Corporation

By: /s/ Stanley A. Lybarger

Stanley A. Lybarger
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 has been signed by the following persons pursuant to the Power of Attorney granted to Mr. George B. Kaiser on June 24, 2003, including the power to file post-effective amendments:

| Signature | Title | Date |
|---|--|---------------|
| <u>/s/ George B. Kaiser</u> George B. Kaiser | Chairman of the Board | June 19, 2006 |
| <u>/s/ Stanley A. Lybarger</u> Stanley A. Lybarger | President, Chief Executive Officer and Director | June 19, 2006 |
| <u>/s/ Steven E. Nell</u> Steven E. Nell | Executive Vice President and Chief Financial Officer | June 19, 2006 |
| <u>/s/ John C. Morrow</u> John C. Morrow | Senior Vice President and Director of Financial Accounting and Reporting | June 19, 2006 |

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| | | |
|--|----------|---------------|
| /s/ POA C. Fred Ball, Jr. ----- C. Fred Ball, Jr. | Director | June 19, 2006 |
| /s/ POA Sharon J. Bell ----- Sharon J. Bell | Director | June 19, 2006 |
| /s/ POA Peter Boylan, III ----- Peter Boylan, III | Director | June 19, 2006 |
| /s/ POA Robert G. Greer ----- Robert G. Greer | Director | June 19, 2006 |
| /s/ POA David F. Griffin ----- David F. Griffin | Director | June 19, 2006 |
| /s/ POA V. Burns Hargis ----- V. Burns Hargis | Director | June 19, 2006 |
| /s/POA E. Carey Joullian, IV ----- E. Carey Joullian, IV | Director | June 19, 2006 |
| /s/ POA David L. Kyle ----- David L. Kyle | Director | June 19, 2006 |
| /s/ POA Robert J. LaFortune ----- Robert J. LaFortune | Director | June 19, 2006 |
| /s/ POA Steven J. Malcolm ----- Steven J. Malcolm | Director | June 19, 2006 |

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa, State of Oklahoma, as of June 19, 2006.

AMENDED AND RESTATED
BOK FINANCIAL CORPORATION
2003 STOCK OPTION PLAN

By /s/ George B. Kaiser

George B. Kaiser, Chairman of the Board of
BOK Financial Corporation and Administrator of
the BOKF 2003 Plan

By /s/ Stanley A. Lybarger

Stanley A. Lybarger, President, Chief

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Executive Officer and Director of BOK
Financial Corporation and Administrator of the
BOKF 2003 Plan

INDEX TO EXHIBITS

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| 23.2 | Consent of Ernst & Young L.L.P. * |

* Filed herewith

Exhibit 5.1

June 19, 2006

BOK Financial Corporation
Bank of Oklahoma Tower
P.O. Box 2300 Tulsa, OK 74192

Re: BOK Financial Corporation SEC Registration Statement on Form S-8: BOK Financial Corporation (Trading Symbol "BOKF"): Shares of BOKF Common Stock to be Issued Pursuant to the Amended and Restated BOK Financial Corporation 2003 Stock Option Plan.

Ladies and Gentleman:

I have acted as counsel to BOK Financial Corporation ("BOKF") in connection with BOKF's Post-Effective Amendment No. 1 to the Registration Statement being filed on or about May 31, 2006 with the Securities and Exchange Commission which respect to the shares of Common Stock (the "Common Stock"), \$0.00006 par value, of BOKF, authorized for issuance under the Amended and Restated BOK Financial Corporation 2003 Stock Option Plan. I have reviewed Post-Effective Amendment No. 1 to the Registration Statement on Form S-8, BOKF's Certificate of Corporation, BOKF's By-laws, and such corporate proceedings of BOKF as I have deemed appropriate for purposes of rendering this opinion. In my opinion, upon issuance of the shares of Common Stock pursuant to the terms of the Amended and Restated BOK Financial Corporation 2003 Stock Option Plan, such shares will be duly and validly issued, fully paid and non-assessable. I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

/s/ Frederic Dorwart

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Frederic Dorwart

23.1

Consent of Frederic Dorwart, Lawyers

Included in the Opinion Filed as Exhibit 5.1

23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-106531) pertaining to the BOK Financial Corporation 2003 Stock Option Plan of our reports dated March 10, 2006, with respect to the consolidated financial statements of BOK Financial Corporation included in its Annual Report (Form 10-K) as subsequently amended by Form 10-K/A on June 8, 2006, for the fiscal year ended December 31, 2005, BOK Financial Corporation management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of BOK Financial Corporation, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Tulsa, Oklahoma
June 19, 2006