

SUPERIOR BANCORP  
Form 425  
August 14, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): **August 14, 2006**

**SUPERIOR BANCORP**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**0-25033**  
(Commission File Number)

**63-1201350**  
(IRS Employer Identification No.)

**17 North 20<sup>th</sup> Street, Birmingham, Alabama**  
(Address of Principal Executive Offices)

**35203**  
(Zip Code)

**(205) 327-1400**  
(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 obligations of the registrant under any of the following provisions:

- 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))
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**Section 8 Other Events**

**Item 8.01. Other Events.**

On August 14, 2006, Superior Bancorp issued a press release announcing that the Office of Thrift Supervision had approved its planned merger with Kensington Bankshares, Inc. A copy of the press release is attached hereto as Exhibit 99.

Additional Information and Where To Find It

The information contained in this Form 8-K may be deemed to be solicitation material with respect to the pending merger. On July 10, 2006, in connection with the pending merger, Superior Bancorp filed with the Securities and Exchange Commission (the SEC) a Registration Statement on Form S-4 containing a Joint Proxy Statement / Prospectus relating to the merger. Stockholders of Superior Bancorp and Kensington Bankshares are urged to read the Registration Statement and the Joint Proxy Statement / Prospectus, as well as all other relevant documents filed or to be filed with the SEC, because they contain important information about the companies and the proposed transaction. The Registration Statement was declared effective by the SEC on July 21, 2006, and the final Joint Proxy Statement / Prospectus has been mailed to stockholders of each company. Stockholders are able to obtain the Registration Statement, the Joint Proxy Statement / Prospectus and any other relevant filed documents free of charge at the SEC's website ([www.sec.gov](http://www.sec.gov)). These documents can also be obtained free of charge by directing a request to Superior Bancorp, Attention: Investor Relations, 17 North 20<sup>th</sup> Street, Birmingham, Alabama 35203.

Superior Bancorp, Kensington Bankshares and their respective directors and executive officers may be deemed to participate in the solicitation of proxies in respect of the proposed merger. Information regarding Superior Bancorp's directors and executive officers is available in the proxy statement for its 2006 annual meeting of stockholders, which is available on Superior Bancorp's website at [http://www.superiorbank.com/fs\\_investor\\_relations.html](http://www.superiorbank.com/fs_investor_relations.html). Information regarding Kensington Bankshares' directors and executive officers is available from <http://www.1stkensington.com>. Additional information regarding the interests of such directors and executive officers is included or incorporated by reference in the Joint Proxy Statement/Prospectus and the other relevant documents filed or to be filed with the SEC.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99      Press Release of Superior Bancorp dated August 14, 2006.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

SUPERIOR BANCORP

Date: August 14, 2006

By: /s/ RICK D. GARDNER  
Rick D. Gardner  
Chief Operating Officer