

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:

<b>Name of Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
<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