

CULLEN/FROST BANKERS, INC.

Form 8-A12B

February 15, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Cullen/Frost Bankers, Inc.**

(Exact name of registrant as specified in its charter)

**Texas**  
(State of incorporation

or organization)

100 W. Houston Street, San Antonio, Texas

**74-1751768**  
(I.R.S. Employer

Identification no.)

78205

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(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered  
Shares of 5.375% Non-Cumulative Perpetual Preferred Stock,  
Series A

Name of each exchange on which each class is to be registered  
New York Stock Exchange, Inc.

If this form relates to the registration of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: **333-186335**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The securities to be registered hereby are the 5.375% Non-Cumulative Perpetual Preferred Stock, Series A, par value \$0.01 per share and liquidation preference \$25 per share (the Preferred Stock) of Cullen/Frost Bankers, Inc. (the Company). The description set forth under the section Description of the Preferred Stock in the prospectus supplement dated February 12, 2013, as filed with the Securities and Exchange Commission (the Commission) on February 14, 2013 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, to the prospectus included in the Company's automatic shelf registration statement on Form S-3 (No. 333-186335), as filed with the Commission on January 31, 2013, are incorporated herein by reference.

**Item 2. Exhibits.**

The following exhibits are filed as a part of this Registration Statement:

**Exhibit**

<b>No.</b>	<b>Description</b>
3.1	Restated Articles of Incorporation of Cullen/Frost Bankers, Inc. (incorporated by reference to Exhibit 3.1 to the Cullen/Frost Bankers, Inc. Quarterly Report on Form 10-Q filed on July 26, 2006).
3.2	Amended and Restated Bylaws of Cullen/Frost Bankers, Inc. (incorporated by reference to Exhibit 3.2 to the Cullen/Frost Bankers, Inc. Annual Report on Form 10-K filed on February 1, 2008).
3.3	Certificate of Designations of 5.375% Non-Cumulative Perpetual Preferred Stock, Series A.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: February 14, 2013

**Cullen/Frost Bankers, Inc.**

By: /s/ Phillip D. Green  
Name: Phillip D. Green  
Title: Group Executive Vice President

and Chief Financial Officer

**EXHIBIT INDEX**

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