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CULLEN FROST BANKERS INC

Form 10-K/A

June 27, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

Form 10-K/A

X ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2001

___ TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ to _____

Commission File Number 0-7275

CULLEN/FROST BANKERS, INC.
(Exact name of registrant as specified in its charter)

----- Texas ----- 74-1751768 -----
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

100 W. Houston Street
San Antonio, Texas 78205

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (210) 220-4011
Securities registered pursuant to Section 12(b) of the Act:

Common Stock, \$.01 Par Value
(with attached rights) The New York Stock Exchange

(Title of Class) (Name of Exchange on which Registered)

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

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to such
filing requirements for the past 90 days.

YES X NO
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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of the voting stock held by non-affiliates of the registrant was \$1,746,517,082 based on the closing price of such stock as of March 15, 2002.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

| Class | Outstanding at March 15, 2002 |
|--|----------------------------------|
| ----- Common Stock, \$.01 Par Value | ----- 51,153,999 |

DOCUMENTS INCORPORATED BY REFERENCE

(1) Proxy Statement for Annual Meeting of Shareholders to be held May 22, 2002 (Part III)

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

AMENDMENT TO APPLICATION OR REPORT
FILED PURSUANT TO SECTION 12,13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

CULLEN/FROST BANKERS, INC.
(Exact name of registrant as specified in its charter)

AMENDMENT NO. 2

The undersigned registrant hereby amends the following items, financial statements, exhibits or other portions of its Annual Report on Form 10-K for the fiscal year ended December 31, 2001 as set forth in the pages attached hereto:

Item 14. Exhibits, Financial Statement Schedules, and Reports on Form 8-K

1. Financial Statements--Reference is made to Part II, Item 8 of this Annual Report on Form 10-K. In addition, pursuant to Rule 15d-21 under the Securities Exchange Act of 1934 the financial statements and supplemental schedules required by Form 11-K with respect to the 401(k) Stock Purchase Plan for Employees of Cullen/Frost Bankers, Inc. and Its Affiliates are filed herewith as exhibit 19.2 to this Annual Report on Form 10-K/A.
2. Exhibits--The following additional exhibits are filed herewith as a part of this Amendment No. 2 to the registrant's Annual Report on Form 10-K.

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19.2 The financial statements and exhibits required by Form 11-K with respect to the 401(k) Stock Purchase Plan for Employees of Cullen/Frost Bankers, Inc. for the fiscal years ended December 31, 2001 and 2000.

23.2 Consent of Independent Auditors with respect to Form 10-K/A for the 401(k) Stock Purchase Plan.

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

Cullen/Frost Bankers, Inc.

(Registrant)

Date: June 27, 2002

By: /s/ Phillip D. Green

Phillip D. Green
Group Executive Vice President
and Chief Financial Officer
(Duly Authorized Officer and
Principal Accounting Officer)

PART IV

Item 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) The following documents are filed as part of this Annual Report on Form 10-K:

1. Financial Statements -- Reference is made to Part II, Item 8, of this Annual Report on Form 10-K.
2. The Financial Statement Schedules are omitted, as the required information is included in the annual report.
3. Exhibits -- The following exhibits are filed as a part of this Annual Report on Form 10-K:

Exhibit
Number

- | | |
|------|---|
| 3.1 | Restated Articles of Incorporation, of Cullen/Frost Bankers, Inc. (11) |
| 3.2 | Amended By-Laws of Cullen/Frost Bankers, Inc. (7) |
| 4.1 | Shareholder Protection Rights Agreement dated as of February 1, 1999 between Cullen/Frost Bankers, Inc. and The Frost National Bank, as Rights Agent (10) |
| 10.1 | Restoration of Retirement Income Plan for Participants in the Retirement Plan for Employees of Cullen/Frost Bankers, Inc. and its Affiliates (as amended and restated) (9)* |
| 10.2 | 1983 Non-qualified Stock Option Plan, as amended (1) |
| 10.3 | 1988 Non-qualified Stock Option Plan (2) |
| 10.4 | The 401(k) Stock Purchase Plan for Employees of Cullen/Frost Bankers, Inc. and its Affiliates (3)* |

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- 10.5 1991 Thrift Incentive Stock Purchase Plan for Employees of Cullen/Frost Bankers, Inc. and its Affiliates (4)*
- 10.6 Cullen/Frost Bankers, Inc. Restricted Stock Plan (5)*
- 10.7 Cullen/Frost Bankers, Inc. Supplemental Executive Retirement Plan (6)*
- 10.8 Cullen/Frost Bankers, Inc. 1997 Directors Stock Plan (8)
- 10.9 Cullen/Frost Bankers, Inc. 1992 Stock Plan, as amended (12)
- 10.10 Change-In-Control Agreements with 3 Executive Officers (11)*
- 10.11 Cullen/Frost Bankers, Inc. 2001 Stock Plan (12)
- 19.1 Annual Report on Form 11-K for the Year Ended December 31, 2001, for the 1991 Thrift Incentive Stock Purchase Plan (filed pursuant to Rule 15d-21 of the Securities and Exchange Act of 1934) (13)
- 19.2 Annual Report on Form 11-K for the Year Ended December 31, 2001, for the 401(k) Stock Purchase Plan (filed pursuant to Rule 15d-21 of the Securities and Exchange Act of 1934) (14)
- 21 Subsidiaries of Cullen/Frost Bankers, Inc.
- 23 Consent of Independent Auditors
- 23.1 Consent of Independent Auditors with respect to Form 10-K/A for the 1991 Thrift Incentive Stock Plan (13)
- 23.2 Consent of Independent Auditors with respect to Form 10-K/A for the 401(k) Stock Plan (14)
- 24 Power of Attorney

* Management contract or compensatory plan or arrangement required to be filed as an exhibit pursuant to Item 601 of Regulation S-K.

(b) Reports on Form 8-K -- No such reports were filed during the quarter ended December 31, 2001.

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- (1) Incorporated herein by reference to the designated Exhibits to Cullen/Frost's Report on Form S-8 filed September 5, 1989 (File No. 33-30776)
 - (2) Incorporated herein by reference to the designated Exhibits to Cullen/Frost's Report on Form S-8 filed September 5, 1989 (File No. 33-30777)
 - (3) Incorporated herein by reference to the designated Exhibits to Cullen/Frost's Report on Form S-8 filed October 31, 1990 (File No. 33-37500)
 - (4) Incorporated herein by reference to the designated Exhibits to Cullen/Frost's Report on Form S-8 filed March 18, 1991 (File No. 33-39478)
 - (5) Incorporated herein by reference to the designated Exhibits to Cullen/Frost's Report on Form S-8 filed October 20, 1992 (File No. 33-53492)
 - (6) Incorporated herein by reference to the designated Exhibits to Cullen/Frost's Annual Report on Form 10-K for the Year Ended December 31, 1994 (File No. 0-7275)
 - (7) Incorporated herein by reference to the designated Exhibits to Cullen/Frost's Annual Report on Form 10-K/A for the Year Ended December 31, 1995 (File No. 0-7275)
 - (8) Incorporated herein by reference to the designated Exhibits to

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Cullen/Frost's Annual Report on Form 10-K for the Year Ended December 31, 1997 (File No. 0-7275)

- (9) Incorporated herein by reference to the designated Exhibits to Cullen/Frost's Annual Report on Form 10-K for the Year Ended December 31, 1998 (File No. 0-7275)
- (10) Incorporated herein by reference to the designated Exhibits to Cullen/Frost's Current Report on Form 8-A12B dated February 1, 1999 (File No. 0-7275)
- (11) Incorporated herein by reference to the designated Exhibits to Cullen/Frost's Annual Report on Form 10-K for the Year Ended December 31, 2000 (File No. 0-7275)
- (12) Incorporated herein by reference to the designated Exhibits to Cullen/Frost's Report on Form S-8 filed September 4, 2001 (File No. 33-68928)
- (13) Incorporated herein by reference to the designated Exhibits to Cullen/Frost's Amendment No. 1 on Form 10-K/A to the Annual Report on Form 10-K for the Year Ended December 31, 2001 (File No. 0-7275)
- (14) Filed herewith.

EXHIBIT INDEX TO FORM 10-K/A

| Exhibit Number | Description of Exhibits |
|-------------------|---|
| 19.2 | The financial statements and exhibits required by Form 11-K with respect to the 401(k) Stock Purchase Plan for Employees of Cullen/Frost Bankers, Inc. for the fiscal years ended December 31, 2001 and 2000. |
| 23.2 | Consent of Independent Auditors with respect to Form 10-K/A for the 401(k) Stock Purchase Plan. |