

CULLEN FROST BANKERS INC  
Form 8-K  
February 13, 2004

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): **February 13, 2004**

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

Texas  
(State of  
incorporation)

0-7275  
(Commission  
File Number)

74-1751768  
(IRS Employer  
Identification No.)

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)

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Item 5. Other Events

Attached as Exhibit 99.1 and incorporated into this item by reference is a press release issued by the Registrant on February 13, 2004 regarding its announcement that Cullen/Frost Capital Trust II, a Delaware statutory trust and wholly owned subsidiary of the Registrant, has completed an offering of \$120,000,000 of Floating Rate (three-month LIBOR plus a margin of 1.55 percent) Capital Securities, Series A, (the "Capital Securities"), which represent beneficial interests in the assets of the trust, to an initial purchaser in a private transaction. The amount of the offering was increased \$20,000,000 from the amount that was previously announced. The Capital Securities will not be registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from such registration.

Item 7. Financial Statements and Exhibits

(c) Exhibits:

99.1 Press release dated February 13, 2004.

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/ Phillip D. Green

Phillip D. Green  
Group Executive Vice President  
and Chief Financial Officer

Dated: February 13, 2004

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated February 13, 2004