

GOLD BANC CORP INC
 Form 4
 April 04, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RUSS JAMES G

(Last) (First) (Middle)
 16500 SINGLETARY RD
 (Street)

MYAKKA CITY, FL 34251

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GOLD BANC CORP INC [GLDB]

3. Date of Earliest Transaction
 (Month/Day/Year)
04/01/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 04/01/2006 | | D | 183,582 D <u>(1)</u> 0 | | D | |
| Common Stock | 04/01/2006 | | D | 138,195 D <u>(2)</u> 0 | | I | See <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Option | \$ 7.25 | 04/01/2006 | | D | 5,000 | <u>(4)</u> 03/06/2011 | Common Stock | 5,000 |
| Stock Option | \$ 7.1 | 04/01/2006 | | D | 5,000 | <u>(5)</u> 01/23/2012 | Common Stock | 5,000 |
| Stock Option | \$ 10.41 | 04/01/2006 | | D | 5,000 | <u>(6)</u> 01/22/2013 | Common Stock | 5,000 |
| Stock Option | \$ 14.4 | 04/01/2006 | | D | 5,000 | <u>(7)</u> 01/21/2014 | Common Stock | 5,000 |
| Stock Option | \$ 13.4 | 04/01/2006 | | D | 5,000 | <u>(8)</u> 04/19/2015 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RUSS JAMES G 16500 SINGLETARY RD MYAKKA CITY, FL 34251 | | X | | |

Signatures

J. Gary Russ 04/04/2006
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Disposed of pursuant to merger agreement between issuer and Marshall & Ilsley Corporation ("M&I") in exchange for 65,648 shares of M&I common stock having a market value of \$43.96 per share on the effective date of the merger.
- (2) Disposed of pursuant to merger agreement between issuer and M&I in exchange for 49,418 shares of M&I common stock having a market value of \$43.96 per share on the effective date of the merger.
- (3) Includes: (a) 20,000 shares owned by reporting person and his wife as joint tenants, (b) 22,374 shares owned by reporting person and Christine Russ, as joint tenants (c) 826 shares owned reporting person's spouse, and (d) 94,995 shares owned by Russ Citrus Groves, Ltd., of which the reporting person is the General Partner.

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- (4) This option, granted March 6, 2001, which provided for full vesting after one year, was assumed by M&I in the merger and replaced with an option to purchase 2,104 shares of M&I common stock for \$17.23 per share.
- (5) This option, granted Jan. 23, 2002, which provided for full vesting after one year, was assumed by M&I in the merger and replaced with an option to purchase 2,104 shares of M&I common stock for \$16.87 per share.
- (6) This option, granted Jan. 22, 2003, which provided for full vesting after one year, was assumed by M&I in the merger and replaced with an option to purchase 2,104 shares of M&I common stock for \$24.74 per share.
- (7) This option, granted Jan. 21, 2004, which provided for full vesting after one year, was assumed by M&I in the merger and replaced with an option to purchase 2,104 shares of M&I common stock for \$34.22 per share.
- (8) This option, granted April 29, 2005, which provided for full vesting after one year, was assumed by M&I in the merger and replaced with an option to purchase 2,104 shares of M&I common stock for \$31.84 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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