

BOK FINANCIAL CORP ET AL
 Form 5
 February 14, 2017

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 NELL STEVEN E

(Last) (First) (Middle)

C/O FREDERIC DORWART, 124
 E FOURTH STREET

(Street)

TULSA, OK 74103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BOK FINANCIAL CORP ET AL
 [BOKF]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

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)
 EVP, CFO

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|--|
| Common Stock | 11/16/2016 | | G | 30 | D | \$ 79.85 | 64,256 | D | |
| Common Stock | 11/17/2016 | | G | 50 | D | \$ 80.53 | 64,206 | D | |
| Common Stock | 12/27/2016 | 12/07/2016 | J ⁽¹⁾ | 7,985 | D | \$ 0 | 56,221 | D | |
| Common Stock | 12/27/2016 | 12/07/2016 | J ⁽¹⁾ | 6,320 | A | \$ 0 | 6,320 | I | Charitable Remainder |

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| | | | | | | | | | |
|--------------|------------|------------|------------------------|-------|---|----------------------|--------|---|--|
| Common Stock | 12/27/2016 | 12/07/2016 | <u>J⁽¹⁾</u> | 333 | A | \$ 0 | 333 | I | Trust of Steven Earl Nell and Malisa Ann Nell |
| Common Stock | 12/27/2016 | 12/07/2016 | <u>J⁽¹⁾</u> | 333 | A | \$ 0 | 333 | I | Forrest Robert Nell Irrevocable Trust of 2016 |
| Common Stock | 12/27/2016 | 12/07/2016 | <u>J⁽¹⁾</u> | 333 | A | \$ 0 | 333 | I | Emma Eleanor Nell Irrevocable Trust of 2016 |
| Common Stock | 12/27/2016 | 12/07/2016 | <u>J⁽¹⁾</u> | 333 | A | \$ 0 | 333 | I | Stefani Grace Nell Irrevocable Trust of 2016 |
| Common Stock | 12/27/2016 | 12/07/2016 | <u>J⁽¹⁾</u> | 333 | A | \$ 0 | 333 | I | Sara Rose Nell Irrevocable Trust of 2016 |
| Common Stock | 12/27/2016 | 12/07/2016 | <u>J⁽¹⁾</u> | 333 | A | \$ 0 | 333 | I | Natalie Ann Nell Irrevocable Trust of 2016 |
| Common Stock | 12/28/2016 | 12/07/2016 | <u>J⁽²⁾</u> | 2,000 | D | \$ 0 | 54,221 | D | Â |
| Common Stock | 12/28/2016 | 12/07/2016 | <u>J⁽²⁾</u> | 2,000 | A | \$ 0 | 8,320 | I | Charitable Remainder Trust of Steven Earl Nell and Malisa Ann Nell |
| Common Stock | 12/29/2016 | Â | S4 | 4,320 | D | \$ <u>(3) (4)</u> | 4,000 | I | Charitable Remainder Trust of Steven Earl Nell and Malisa Ann Nell |

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| | | | | | | | | | |
|--------------|------------|------------|-------------|---------|---|-----------------------------|---------------------------|---|--|
| Common Stock | 12/30/2016 | Â | G | 15 | D | \$ 83.04 | 54,206 | D | Â |
| Common Stock | 01/03/2017 | 12/31/2016 | S4 | 2,000 | D | \$ 81.508 <u>(5) (6)</u> | 2,000 | I | Charitable Remainder Trust of Steven Earl Nell and Malisa Ann Nell |
| Common Stock | 01/04/2017 | 12/31/2016 | S4 | 2,000 | D | \$ 83.33 | 0 | I | Charitable Remainder Trust of Steven Earl Nell and Malisa Ann Nell |
| Common Stock | 01/04/2017 | 12/31/2016 | S4 | 333 | D | \$ 83.3 | 0 | I | Forrest Robert Nell Irrevocable Trust of 2016 |
| Common Stock | 01/04/2017 | 12/31/2016 | S4 | 333 | D | \$ 83.3 | 0 | I | Emma Eleanor Nell Irrevocable Trust of 2016 |
| Common Stock | 01/04/2017 | 12/31/2016 | S4 | 333 | D | \$ 83.3 | 0 | I | Stefani Grace Nell Irrevocable Trust of 2016 |
| Common Stock | 01/04/2017 | 12/31/2016 | S4 | 333 | D | \$ 83.3 | 0 | I | Sara Rose Nell Irrevocable Trust of 2016 |
| Common Stock | 01/04/2017 | 12/31/2016 | S4 | 333 | D | \$ 83.3 | 0 | I | Natalie Ann Nell Irrevocable Trust of 2016 |
| Common Stock | 12/31/2016 | Â | <u>J(7)</u> | 28.6869 | A | \$ 0 | 54,234.6869 <u>(8)</u> | D | Â |

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

Persons who respond to the collection of information contained in this form are not required to respond unless

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(9-02)

the form displays a currently valid OMB control number.

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

| 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 Acquired (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. Price of Derivative Security (Instr. 5) | 9. Other |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| NELL STEVEN E C/O FREDERIC DORWART 124 E FOURTH STREET TULSA, OK 74103 | Â | Â | Â EVP, CFO | Â |

Signatures

/s/ Frederic Dorwart, Power of Attorney
Date: 02/14/2017

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) Mr. Nell transferred 7,985 shares from shares directly held to Charitable Remainder Trust of Steven Earl Nell and Malisa Ann Nell, Forrest Robert Nell Irrevocable Trust of 2016, Emma Eleanor Nell Irrevocable Trust of 2016, Stefani Grace Nell Irrevocable Trust of 2016, Sara Rose Nell Irrevocable Trust of 2016, and Natalie Ann Nell Irrevocable Trust of 2016.
 - (2) Mr. Nell transferred 2,000 shares from shares directly held to Charitable Remainder Trust of Steven Earl Nell and Malisa Ann Nell.
 - (3) The reporting person undertakes to provide to BOK Financial Corporation, any security holder of BOK Financial Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
 - (4) The price reported in Column 4 is a weighted price. The shares were sold in multiple transactions at prices ranging from \$82.53 to 82.75, inclusive.
 - (5) The reporting person undertakes to provide to BOK Financial Corporation, any security holder of BOK Financial Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (6) to this Form 4.

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- (6) The price reported in Column 4 is a weighted price. The shares were sold in multiple transactions at prices ranging from \$81.45 to 81.59, inclusive.
- (7) These shares are related to the BOK Thrift Plan for which employees own investment units which hold BOKF common stock.
- (8) 28.6869 shares are related to Mr. Nell's BOK Thrift Plan holdings only. Mr. Nell also owns 54,206 shares directly as of 12/31/2016.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.