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BOK FINANCIAL CORP ET AL  
Form 10-K/A  
June 29, 2006

As filed with the Securities and Exchange Commission on June 29, 2006  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 2)

(Mark One)

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

For the fiscal year ended December 31, 2005

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 0-19341

BOK FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

Oklahoma  
(State or other jurisdiction  
of Incorporation or Organization)

73-1373454  
(IRS Employer  
Identification No.)

Bank of Oklahoma Tower  
P.O. Box 2300  
Tulsa, Oklahoma  
(Address of Principal Executive Offices)

74192  
(Zip Code)

(918) 588-6000

(Registrant's telephone number, including area code)

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

Securities registered pursuant to Section 12 (g) of the Act:  
Common stock, \$0.00006 par value

Indicate by check mark if the registrant is a well-known seasoned issuer,  
as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports  
pursuant to Section 13 or Section 15 (d) of the Act. Yes  No

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

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registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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 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.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the registrant's common stock ("Common Stock") held by non-affiliates is approximately \$948,181,172 (based on the June 30, 2005 closing price of Common Stock of \$46.12 per share). As of March 1, 2006, there were 66,955,508 shares of Common Stock outstanding.

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EXPLANATORY NOTE

BOK Financial Corporation (the "Company") is filing this Amendment No. 2 on Form 10-K/A to amend its Annual Report on Form 10-K for the fiscal year ended December 31, 2005, as originally filed with the Securities and Exchange Commission (the "Commission") on March 15, 2006 (the "Original Form 10-K"). On June 8, 2006, the Company filed Amendment No. 1 on Form 10-K/A for the sole purpose of correcting a mistaken reference to the date of the reports of Ernst & Young LLP as March 1, 2006 instead of March 10, 2006.

On June 15, 2006, the Company received a second comment letter from the SEC stating that the revised report of Ernst & Young LLP with the corrected date could not be filed as a separate exhibit. Instead, the Company was to re-file the entire Annual Report, which included the revised report of Ernst & Young LLP. The Company was also reminded of the requirement to file new officer certifications pursuant to Rule 12b-15 of the Exchange Act Rules. The sole purpose of this Amendment No. 2 is to re-file the Company's Annual Report with the corrected Ernst & Young LLP report date and to provide new officer certifications. There are no changes to the Company's financial statements or other Company disclosures contained in the Original Form 10-K. The Company has not updated the financial statements or disclosures contained herein to reflect any events that occurred at a later date.

The date references in the Company's Annual Report to Shareholders are correct as originally printed.

ITEM 8 - FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The following information set forth in the 2005 Annual Report is incorporated herein by reference: the Consolidated Financial Statements and Notes to Consolidated Financial Statements of BOK Financial Corporation, together with the report thereon of Ernst & Young LLP dated March 10, 2006, which appears on page 37 of the 2005 Annual Report, and the Selected Quarterly

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Financial Data in Table 5.

This 2005 Annual Report has been revised solely to reference a report date of March 10, 2006 within the final paragraph of each report of Ernst & Young LLP, instead of the previously referenced March 1, 2006.

The date references in the Company's Annual Report to Shareholders are correct as originally printed.

ITEM 15 - EXHIBITS, FINANCIAL STATEMENT SCHEDULES

Item 15 beginning on page 17 of the Annual Report on Form 10-K for the fiscal year ended December 31, 2005 is amended by substituting the following revised exhibits:

Exhibit 13.0 Annual Report to Shareholders for the fiscal year ended December 31, 2005, filed herewith. Such report, except for those portions thereof which are expressly incorporated by reference in this filing, is furnished for the information of the Commission and is not deemed to be "filed" as part of this Annual Report on Form 10-K/A.

Exhibit 23.0 Consent of independent registered public accounting firm - Ernst & Young LLP, filed herewith.

Exhibit 31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.

Exhibit 31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.

Exhibit 32 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BOK FINANCIAL CORPORATION

DATE: June 29, 2006  
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BY: /s/ Stanley A. Lybarger  
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Stanley A. Lybarger  
Director, President and Chief  
Executive Officer

/s/ Steven E. Nell  
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Steven E. Nell  
Executive Vice President and  
Chief Financial Officer

/s/ John C. Morrow

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John C. Morrow  
Senior Vice President and  
Director of Financial Accounting  
and Reporting