

ZIONS BANCORPORATION /UT/
Form 8-K
April 27, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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): **April 27, 2006**

ZIONS BANCORPORATION

(Exact Name of Registrant as Specified in its Charter)

Utah
(State or Other Jurisdiction
of Incorporation)

0-2610
(Commission
File Number)

87-0227400
(IRS Employer
Identification No.)

One South Main, Suite 1134,
Salt Lake City, Utah
(Address of Principal Executive Office)

84111
(Zip Code)

(801) 524-4787

(Registrant's telephone number, including area code)

Edgar Filing: ZIONS BANCORPORATION /UT/ - Form 8-K

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

ITEM 8.01. OTHER EVENTS.

On April 24, 2006, Zions Bancorporation (the Registrant) priced Floating Rate Senior Notes due April 15, 2008 (the Notes). The transaction is scheduled to close on April 27, 2006. The Registrant will issue \$250 million aggregate principal amount of the Notes. The Notes are governed by the terms of a Senior Debt Indenture (the Indenture) between the Registrant and J.P. Morgan Trust Company, National Association, as Trustee, dated as of September 10, 2002. The Registrant will pay interest on the Notes quarterly on January 15, April 15, July 15 and October 15, commencing on July 15, 2006.

The Notes are the Registrant's senior unsecured debt obligations and will rank equally among themselves and with all of the Registrant's other present and future senior unsecured indebtedness.

The Notes cannot be redeemed prior to maturity.

Under the Indenture, the filing for bankruptcy by the Registrant and the occurrence of certain other events of bankruptcy, insolvency or reorganization relating to the Registrant or any of its major constituent banks (currently Zions First National Bank and California Bank & Trust) are events of default with respect to the Notes. If an event of default occurs and is continuing, either the Trustee or the holders of at least 25% in principal amount of the outstanding Notes may accelerate the maturity of all Notes.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

- 4.5 Form of Notes.
- 5.5 Opinion of Sullivan & Cromwell LLP.
- 5.6 Opinion of Callister Nebeker & McCullough.
- 23.6 Consent of Sullivan & Cromwell LLP (included in Exhibit 5.5).
- 23.7 Consent of Callister Nebeker & McCullough (included in Exhibit 5.6).

SIGNATURE

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.

Zions Bancorporation

Date: April 27, 2006

By: /s/ Thomas E. Laursen
Thomas E. Laursen
Executive Vice President and
General Counsel

EXHIBIT INDEX

Exhibit No.	Description
4.5	Form of Notes.
5.5	Opinion of Sullivan & Cromwell LLP.
5.6	Opinion of Callister Nebeker & McCullough.
23.6	Consent of Sullivan & Cromwell LLP (included in Exhibit 5.5).
23.7	Consent of Callister Nebeker & McCullough (included in Exhibit 5.6).