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BOK FINANCIAL CORP ET AL
Form 8-K
December 22, 2004

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):
December 20, 2004

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

| | | |
|---|-----------------------------|--------------------------------------|
| Oklahoma | 000-19341 | 73-1373454 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

Bank of Oklahoma Tower, Boston Avenue at Second Street, Tulsa, Oklahoma 74172
(Address of principal executive offices)

Registrant's telephone number, including area code:
(918) 588-6000

N/A
(Former name or former address, if changes 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)).

INFORMATION TO BE INCLUDED IN THE REPORT

ITEM 1.01. Entry into a Material Definitive Agreement

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BOK Financial Plans to Acquire Phoenix-based Valley Commerce Bancorp

On December 20, 2004, BOK Financial entered into a definitive merger agreement to acquire Phoenix based Valley Commerce Bancorp Ltd. and its Valley Commerce Bank subsidiary, giving the regional financial services company its first full-service banking presence in the nation's sixth largest city. Additional information regarding this agreement may be found at Exhibit 99 (a) Text of Press Release dated December 21, 2004 and at Exhibit 10(a) Definitive Merger Agreement.

ITEM 9.01 Financial Statement and Exhibits

(c) Exhibits

99.1 Text of Press Release, dated December 21, 2004, titled "BOK Financial Plans to Acquire Phoenix-based Valley Commerce Bancorp".

10.1 Merger Agreement, dated December 20, 2004, between BOK Financial Corporation, BOKF Merger Corporation Number Eight, Valley Commerce Bank, and Valley Commerce Bancorp, Ltd.

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.

BOK FINANCIAL CORPORATION

By: /s/ Steven E. Nell

Steven E. Nell
Executive Vice President
Chief Financial Officer

Date: December 21, 2004

Exhibit Index

Exhibit No. Description

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Valley Commerce Bancorp, Inc.