

CULLEN FROST BANKERS INC  
Form 8-K  
April 28, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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 28, 2004**

CULLEN/FROST BANKERS, INC.  
(Exact name of issuer as specified in its charter)

Texas  
(State of  
incorporation)

0-7275  
(Commission  
File Number)

74-1751768  
(IRS Employer  
Identification No.)

100 West Houston Street, San Antonio, Texas  
(Address of principal executive offices)

78205  
(Zip Code)

(210) 220-4011

(Registrant's telephone number,  
including area code)

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Item 7. Financial Statements and Exhibits

(c) Exhibits:

- 99.1 Press Release dated April 28, 2004 with respect to the Registrant's financial results for the quarter ended March 31, 2004

Item 12. Results of Operations and Financial Condition

Attached as Exhibit 99.1 and incorporated into this item by reference is a press release issued by the Registrant on April 28, 2004 regarding its financial results for the quarter ended March 31, 2004. The information furnished by the Registrant pursuant to this item shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

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.

CULLEN/FROST BANKERS, INC.

By: /s/ Phillip D. Green

Phillip D. Green  
Group Executive Vice President  
and Chief Financial Officer

Dated: April 28, 2004

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated April 28, 2004 with respect to the Registrant's financial results for the quarter ended March 31, 2004