

ZIONS BANCORPORATION /UT/
Form SC TO-I
November 23, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Schedule TO

(Rule 14d-100)

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of
the Securities Exchange Act of 1934**

(Amendment No.)

ZIONS BANCORPORATION

(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

Depository Shares each representing a 1/40th ownership interest in a share of

Series A Floating-Rate Non-Cumulative Perpetual Preferred Stock

(Title of Class of Securities)

98973A 10 4

(CUSIP Number of Class of Securities)

Thomas E. Laursen, Esq.

Executive Vice President and General Counsel

Zions Bancorporation

One South Main Street, 15th Floor

Salt Lake City, Utah 84133 (801) 844-8503

(Name, Address and Telephone Number of Person Authorized

to Receive Notices and Communications on Behalf of Filing Person)

Copies to:

Patrick S. Brown, Esq.

Sullivan & Cromwell LLP

1888 Century Park East, Suite 2100

Los Angeles, California 90067

(310) 712-6600

CALCULATION OF FILING FEE

Transaction Valuation*

\$58,306,454.25

Amount of Filing Fee**

\$3,253.50

* Calculated solely for purposes of determining the amount of the filing fee. This valuation assumes the exchange of 5,579,565 Depositary Shares, each representing a 1/40th ownership interest in a share of Series A Floating-Rate Non-Cumulative Perpetual Preferred Stock, liquidation preference \$25.00 per Depositary Share, for up to a maximum of 6,974,456 shares of common stock, without par value (Common Stock). Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the average of the high and low prices of the Depositary Shares of \$10.45 as of November 20, 2009 as reported on the New York Stock Exchange.

** The amount of the filing fee, calculated in accordance with Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #3 for Fiscal Year 2010 issued by the Securities and Exchange Commission, equals \$55.80 per million of the value of the transaction.

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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A
Form or Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d

issuer tender offer subject to Rule 13e-4

going-private transaction subject to Rule 13e-3

amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Tender Offer Statement on Schedule TO relates to the offer by Zions Bancorporation, a Utah corporation (the Company or Zions), to exchange any and all of its outstanding depository shares (the Depository Shares) each representing a 1/40th ownership interest in a share of Series A Floating-Rate Non-Cumulative Perpetual Preferred Stock (the Series A Preferred Stock). For each Depository Share we accept for exchange in accordance with the terms of the Exchange Offer, we will issue a number of shares of our common stock, without par value (the Common Stock) upon the terms and subject to the conditions set forth in the Offer to Exchange, dated November 23, 2009 (the Offer to Exchange), and the accompanying Letter of Transmittal (the Letter of Transmittal), which together, as each may be amended and supplemented from time to time, constitute the offer (the Exchange Offer). This Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) of the Securities Exchange Act of 1934, as amended (the Exchange Act). The information contained in the Offer to Exchange and the accompanying Letter of Transmittal, copies of which are attached to this Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively, is incorporated herein by reference in response to certain of the items of this Schedule TO as more particularly described below.

Item 1. Summary Term Sheet.

The information set forth under the caption Summary Term Sheet in the Offer to Exchange is incorporated herein by reference.

Item 2. Subject Company Information.

(a) *Name and Address.* The name of the Company is Zions Bancorporation. The address of the principal executive offices of the Company is One South Main Street, 15th Floor, Salt Lake City, Utah 84133. The telephone number of the principal executive offices of the Company is (801) 524-4787.

(b) *Securities.* The information set forth in the Offer to Exchange under the caption Questions and Answers About the Exchange Offer How many Depository Shares are being sought in the Exchange Offer? is incorporated herein by reference.

(c) *Trading Market and Price.* The information set forth in the section of the Offer to Exchange entitled Market for Common Stock and Depository Shares is incorporated herein by reference.

Item 3. Identity and Background of Filing Person.

The Company is the filing person and subject company. The Company's address and telephone number are set forth in Item 2(a) above.

The names of the executive officers and directors of the Company, who are persons specified in Instruction C to Schedule TO, are set forth below. The address for each such person is: c/o Zions Bancorporation, One South Main Street, 15th Floor, Salt Lake City, Utah 84133 and the telephone number for each such person is: (801) 524-4787.

| Name | Office |
|--------------------|--|
| Harris H. Simmons | Director, President, Chief Executive Officer (Principal Executive Officer) and Chairman of the Board |
| Bruce K. Alexander | Executive Vice President |
| A. Scott Anderson | Executive Vice President |
| Doyle L. Arnold | Vice Chairman and Chief Financial Officer (Principal Financial Officer) |
| Nolan Bellon | Senior Vice President and Controller (Principal Accounting Officer) |

| Name | Office |
|-------------------------|---|
| David E. Blackford | Executive Vice President |
| Danne L. Buchanan | Executive Vice President |
| Gerald J. Dent | Executive Vice President |
| George M. Feiger | Executive Vice President |
| Dallas E. Haun | Executive Vice President |
| W. David Hemingway | Executive Vice President |
| John T. Itokazu | Executive Vice President |
| Thomas E. Laursen | Executive Vice President, General Counsel and Secretary |
| Jerry C. Atkin | Director |
| R. Don Cash | Director |
| Patricia Frobes | Director |
| J. David Heaney | Director |
| Roger Blaine Porter | Director |
| Stephen D. Quinn | Director |
| Laurence E. Simmons | Director |
| Stephen C. Wheelwright | Director |
| Shelley Thomas Williams | Director |

Item 4. Terms of the Transaction.

(a) *Material Terms.* The information set forth in the Offer to Exchange under the captions entitled:

Questions and Answers About the Exchange Offer How many Depositary Shares are being sought in the Exchange Offer?,

The Exchange Offer Purpose of the Exchange Offer,

The Exchange Offer Terms of the Exchange Offer,

The Exchange Offer Fractional Shares,

The Exchange Offer Expiration Date; Extension; Termination; Amendment,

The Exchange Offer Withdrawal Rights,

The Exchange Offer Procedures for Tendering the Depositary Shares,

The Exchange Offer Interests of Directors and Executive Officers;

Comparison of Series A Preferred Stock and Common Stock,

The Exchange Offer Accounting Treatment,

Material U.S. Federal Income Tax Considerations, and

Description of Capital Stock,

as well as the information set forth in the related Letter of Transmittal, are incorporated herein by reference.

(b) *Purchases*. To the best of the Company's knowledge, Depository Shares will not be purchased from any officer, director or other affiliate of the Company.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

The information set forth in the Offer to Exchange under the caption entitled "The Exchange Offer - Interests of Directors and Executive Officers" is incorporated herein by reference.

Item 6. Purposes of the Transaction and Plans or Proposals.

(a); (b); (c) *Purposes; Use of Securities Acquired; Plans*. The following sections of the Offer to Exchange, which contain information regarding the purposes of the transaction, use of securities acquired and plans, are incorporated herein by reference:

Summary Term Sheet;

Use of Proceeds; and

The Exchange Offer - Purpose of the Exchange Offer.

Except as disclosed in the Offer to Exchange, we currently have no plans, proposals or negotiations that relate to or would result in:

any extraordinary transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries;

any purchase, sale or transfer of a material amount of assets of the Company or any of its subsidiaries;

any material change in the present dividend rate or policy, or indebtedness or capitalization of the Company;

any change in the present board of directors or management of the Company, including, but not limited to, any plans or proposals to change the number or the term of directors or to fill any existing vacancies on the Board or to change any material term of the employment contract of any executive officer;

any other material change in the Company's corporate structure or business;

any class of equity securities of the Company to be delisted from the New York Stock Exchange or Nasdaq;

any class of equity securities of the Company becoming eligible for termination of registration under Section 12(g)(4) of the Exchange Act;

the suspension of the Company's obligation to file reports under Section 15(d) of the Exchange Act;

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the acquisition by any person of additional securities of the Company, or the disposition of securities of the Company; or

any changes in the Company's charter, by-laws or other governing instruments or other actions that could impede the acquisition of control of the Company.

Item 7. Source and Amount of Funds or Other Consideration.

(a) The information set forth in the Offer to Exchange under the captions Summary Term Sheet The Exchange Offer and The Exchange Offer Terms of the Exchange Offer is incorporated herein by reference.

(b) Not applicable.

(d) Not applicable.

Item 8. Interest in Securities of the Subject Company.

(a); (b) *Securities Ownership; Securities Transactions.* The information set forth in the section of the Offer to Exchange entitled The Exchange Offer Interests of Directors and Executive Officers is incorporated herein by reference.

Item 9. Persons/Assets, Retained, Employed, Compensated or Used.

The information set forth in section of the Offer to Exchange entitled The Exchange Offer Fees and Commissions is incorporated herein by reference.

Item 10. Financial Statements.

(a) The information set forth in the Offer to Exchange under Ratio of Earnings to Fixed Charges and Preferred Dividends and Where You Can Find More Information is incorporated herein by reference. The information set forth under (i) Item 8, Financial Statements and Supplementary Data, in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and (ii) Item 1, Financial Statements (unaudited) in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 is incorporated herein by reference and can also be accessed electronically on the Securities and Exchange Commission's website at <http://www.sec.gov>.

(b) None.

Item 11. Additional Information.

(a) *Agreements, Regulatory Requirements and Legal Proceedings.* The information set forth in the Offer to Exchange under the captions Questions and Answers About the Exchange Offer, Summary Term Sheet The Exchange Offer, The Exchange Offer, The Exchange Offer Interests of Directors and Executive Officers, and The Exchange Offer Legal and Other Limitations is incorporated herein by reference.

(b) *Other Material Information.* The information set forth in the Offer to Exchange and the accompanying Letter of Transmittal, copies of which are filed with this Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively, as each may be amended or supplemented from time to time, is incorporated herein by reference.

Item 12. Exhibits.

- (a)(1)(A)* Offer to Exchange, dated November 23, 2009.
- (a)(1)(B)* Form of Letter of Transmittal.
- (a)(2) None
- (a)(3) None
- (a)(4) None
- (a)(5)(A)* Press Release issued by Zions Bancorporation on November 23, 2009.
- (b) None
- (d)(1)(A) Zions Bancorporation Third Restated Deferred Compensation Plan for Directors, incorporated by reference to Exhibit 10.7 of Form 10-K for the year ended December 31, 2008.
- (d)(1)(B) Zions Bancorporation Deferred Compensation Plans Master Trust between Zions Bancorporation and Fidelity Management Trust Company, effective September 1, 2006, incorporated by reference to Exhibit 10.13 of Form 10-K for the year ended December 31, 2006.
- (d)(1)(C) Revised schedule C to Zions Bancorporation Deferred Compensation Plans Master Trust between Zions Bancorporation and Fidelity Management Trust Company, effective September 13, 2006, incorporated by reference to Exhibit 10.14 of Form 10-K for the year ended December 31, 2006.
- (d)(1)(D) Zions Bancorporation Payshelter 401(k) and Employee Stock Ownership Plan, Established and Restated Effective January 1, 2003, incorporated by reference to Exhibit 10.21 of Form 10-K for the year ended December 31, 2008.
- (d)(1)(E) First Amendment to the Zions Bancorporation Payshelter 401(k) and Employee Stock Ownership Plan, dated November 20, 2003, incorporated by reference to Exhibit 10.19 of Form 10-K for the year ended December 31, 2004.
- (d)(1)(F) Second Amendment to the Zions Bancorporation Payshelter 401(k) and Employee Stock Ownership Plan, dated December 31, 2003, incorporated by reference to Exhibit 10.20 of Form 10-K for the year ended December 31, 2004.
- (d)(1)(G) Third Amendment to the Zions Bancorporation Payshelter 401(k) and Employee Stock Ownership Plan, dated June 1, 2004, incorporated by reference to Exhibit 10.21 of Form 10-K for the year ended December 31, 2004.
- (d)(1)(H) Fourth Amendment to the Zions Bancorporation Payshelter 401(k) and Employee Stock Ownership Plan, dated March 18, 2005, incorporated by reference to Exhibit 10.31 of Form 10-Q for the quarter ended March 31, 2005.
- (d)(1)(I) Fifth Amendment to the Zions Bancorporation Payshelter 401(k) and Employee Stock Ownership Plan, dated February 28, 2006, incorporated by reference to Exhibit 10.1 of Form 10-Q for the quarter ended March 31, 2006.
- (d)(1)(J) Sixth Amendment to the Zions Bancorporation Payshelter 401(k) and Employee Stock Ownership Plan, dated July 31, 2006, incorporated by reference to Exhibit 10.4 of Form 10-Q for the quarter ended June 30, 2006.
- (d)(1)(K) Seventh Amendment to the Zions Bancorporation Payshelter 401(k) and Employee Stock Ownership Plan, dated December 28, 2006, incorporated by reference to Exhibit 10.28 of Form 10-K for the year ended December 31, 2006.
- (d)(1)(L) Eighth Amendment to the Zions Bancorporation Payshelter 401(k) and Employee Stock Ownership Plan, dated May 14, 2007, incorporated by reference to Exhibit 10.3 of Form 10-Q for the quarter ended June 30, 2007.

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- (d)(1)(M) Ninth Amendment to the Zions Bancorporation Payshelter 401(k) and Employee Stock Ownership Plan, dated July 19, 2007, incorporated by reference to Exhibit 10.4 of Form 10-Q for the quarter ended June 30, 2007.
 - (d)(1)(N) Tenth Amendment to the Zions Bancorporation Payshelter 401(k) and Employee Stock Ownership Plan, dated September 15, 2009, incorporated by reference to Exhibit 10.3 to Form 10-Q for the quarter ended September 30, 2009.
 - (d)(1)(O) Zions Bancorporation Payshelter 401(k) and Employee Stock Ownership Plan Trust Agreement between Zions Bancorporation and Fidelity Management Trust Company, dated July 3, 2006, incorporated by reference to Exhibit 10.1 of Form 10-Q for the quarter ended March 31, 2007.
 - (d)(1)(P) Amended and Restated Zions Bancorporation Key Employee Incentive Stock Option Plan, incorporated by reference to Exhibit 10.1 of Form 10-Q for the quarter ended June 30, 2004.
 - (d)(1)(Q) Amended and Restated Zions Bancorporation 1996 Non-Employee Directors Stock Option Plan, incorporated by reference to Exhibit 10.38 of Form 10-K for the year ended December 31, 2007.
 - (d)(1)(R) Zions Bancorporation Amended and Restated 2005 Stock Option and Incentive Plan, incorporated by reference to Exhibit 10.1 of Form 10-Q filed on June 30, 2009.
 - (d)(1)(S) Standard Stock Option Award Agreement, Zions Bancorporation 2005 Stock Option and Incentive Plan, incorporated by reference to Exhibit 10.5 of Form 10-Q for the quarter ended March 31, 2005.
 - (d)(1)(T) Standard Directors Stock Option Award Agreement, Zions Bancorporation 2005 Stock Option and Incentive Plan, incorporated by reference to Exhibit 10.2 of Form 10-Q for the quarter ended June 30, 2009.
 - (d)(1)(U) Restated Standard Restricted Stock Award Agreement, Zions Bancorporation 2005 Stock Option and Incentive Plan, incorporated by reference to Exhibit 10.3 of Form 10-Q for the quarter ended June 30, 2009.
 - (d)(1)(V) Amegy Bancorporation (formerly Southwest Bancorporation of Texas, Inc.)1996 Stock Option Plan, as amended and restated as of June 4, 2002, incorporated by reference to Exhibit 10.45 of Form 10-K for the year ended December 31, 2007.
 - (d)(1)(W) Amegy Bancorporation 2004 Omnibus Incentive Plan, incorporated by reference to Appendix B to Amegy Bancorporation s Definitive Proxy Statement filed on March 25, 2004.
 - (d)(1)(X) Form of Change in Control Agreement between the Company and Certain Executive Officers, including Harris H. Simmons, Doyle L. Arnold, Bruce K. Alexander, and A. Scott Anderson, incorporated by reference to Exhibit 10.39 of Form 10-K for the year ended December 31, 2006.
 - (d)(1)(Y) Form of Change in Control Agreement between the Company and Certain Executive Officers, including Paul B. Murphy and Scott J. McLean, incorporated by reference to Exhibit 10.48 of Form 10-K for the year ended December 31, 2007.
 - (d)(1)(Z) Addendum to Change in Control Agreement, incorporated by reference to Exhibit 10.43 of Form 10-K for the year ended December 31, 2008.
 - (d)(1)(AA) Employment Agreement between the Company and Paul B. Murphy, incorporated by reference to Exhibit 10.40 of Form 10-K for the year ended December 31, 2006.
 - (d)(1)(BB) Employment Agreement between the Company and Scott J. McLean, incorporated by reference to Exhibit 10.41 of Form 10-K for the year ended December 31, 2006.
 - (d)(1)(CC) Employment Agreement between the Company and Dallas Haun, incorporated by reference to Exhibit 10.53 of Form 10-K for the year ended December 31, 2007.

- (d)(1)(DD) Performance stock agreement between Zions Bancorporation and Paul B. Murphy, dated August 15, 2008, incorporated by reference to Exhibit 10.50 of Form 10-K for the year ended December 31, 2008.
- (d)(1)(EE) Performance stock agreement between Zions Bancorporation and Scott McLean, dated August 15, 2008, incorporated by reference to Exhibit 10.51 of Form 10-K for the year ended December 31, 2008.
- (d)(1)(FF) Form of Change in Control Agreement between the Company and Dallas E. Haun, dated May 23, 2008, incorporated by reference to Exhibit 10.52 of Form 10-K for the year ended December 31, 2008.
- (g) None
- (h) None

* Filed herewith.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ZIONS BANCORPORATION

By: /s/ DOYLE L. ARNOLD
Name: **Doyle L. Arnold**
Title: **Vice Chairman and Chief Financial Officer**

Dated: November 23, 2009

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| (a)(1)(A)* | Offer to Exchange, dated November 23, 2009. |
| (a)(1)(B)* | Form of Letter of Transmittal. |
| (a)(2) | None |
| (a)(3) | None |
| (a)(4) | None |
| (a)(5)(A)* | Press Release issued by Zions Bancorporation on November 23, 2009. |
| (b) | None |
| (d)(1)(A) | Zions Bancorporation Third Restated Deferred Compensation Plan for Directors, incorporated by reference to Exhibit 10.7 of Form 10-K for the year ended December 31, 2008. |
| (d)(1)(B) | Zions Bancorporation Deferred Compensation Plans Master Trust between Zions Bancorporation and Fidelity Management Trust Company, effective September 1, 2006, incorporated by reference to Exhibit 10.13 of Form 10-K for the year ended December 31, 2006. |
| (d)(1)(C) | Revised schedule C to Zions Bancorporation Deferred Compensation Plans Master Trust between Zions Bancorporation and Fidelity Management Trust Company, effective September 13, 2006, incorporated by reference to Exhibit 10.14 of Form 10-K for the year ended December 31, 2006. |
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| (d)(1)(L) | Eighth Amendment to the Zions Bancorporation Payshelter 401(k) and Employee Stock Ownership Plan, dated May 14, 2007, incorporated by reference to Exhibit 10.3 of Form 10-Q for the quarter ended June 30, 2007. |
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| (d)(1)(CC) | Employment Agreement between the Company and Dallas Haun, incorporated by reference to Exhibit 10.53 of Form 10-K for the year ended December 31, 2007. |
| (d)(1)(DD) | Performance stock agreement between Zions Bancorporation and Paul B. Murphy, dated August 15, 2008, incorporated by reference to Exhibit 10.50 of Form 10-K for the year ended December 31, 2008. |
| (d)(1)(EE) | Performance stock agreement between Zions Bancorporation and Scott McLean, dated August 15, 2008, incorporated by reference to Exhibit 10.51 of Form 10-K for the year ended December 31, 2008. |
| (d)(1)(FF) | Form of Change in Control Agreement between the Company and Dallas E. Haun, dated May 23, 2008, incorporated by reference to Exhibit 10.52 of Form 10-K for the year ended December 31, 2008. |
| (g) | None |
| (h) | None |

* Filed herewith.