




BOK Financial Corporation

BOKF NASDAQ

Banks

Market Capitalization USD: **\$3,245.86 mm**

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Stanley A. Lybarger

Age: 62

CEO Since: 1991

	2009	2010	2011
Base Salary	\$828,600	\$828,600	\$828,600
Discretionary Bonus	\$0	\$173	\$0
Annual Cash Incentive	\$1,242,900	\$1,242,900	\$0
Benefits and Perquisites	\$29,400	\$29,400	\$41,178
TOTAL ANNUAL COMPENSATION	\$2,100,900	\$2,101,073	\$869,778
Increase in Post-Retirement Benefits	\$3,431,769	\$2,342,844	\$103,012
Stock Option Awards	\$2,787,019	\$230,665	\$1,105,604
Stock Awards	\$298,411	\$1,988,640	\$828,618
TOTAL COMPENSATION	\$8,618,099	\$6,663,222	\$2,907,012
Median of Other Named Executive Officers Total Compensation	\$1,430,779	\$1,495,858	\$1,174,073
Value Realized on Exercise of Stock Option	\$92,102	\$1,310,852	\$457,177
Value Realized on Vesting of Stock	\$0	\$1,025,547	\$1,005,329
TOTAL REALIZED EQUITY COMPENSATION	\$92,102	\$2,336,399	\$1,462,506

Proxy Date: 15 Mar 2012

Annual Meeting Date: 24 Apr 2012

Equity Reserves: 10.93%

Stock Option Run Rate: 0.69%

BOK Financial Corporation

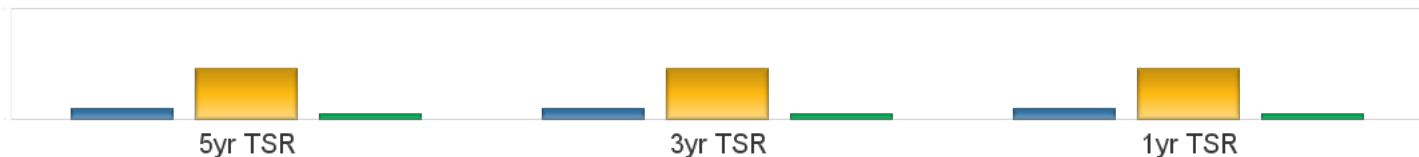
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ BOKF



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
BOKF	BOK Financial Corporation	\$8,618,099	\$6,663,222	\$2,907,012	\$3,245,859,202
STI	SunTrust Banks, Inc.	\$7,672,822	\$10,270,524	\$9,273,010	\$9,637,475,013
FITB	Fifth Third Bancorp	\$5,215,692	\$4,821,613	\$7,238,199	\$9,269,640,882
MTB	M&T Bank Corporation	\$2,937,103	\$2,547,590	\$2,939,914	\$8,779,434,827
CIT	CIT Group Inc.	\$1,991,145	\$6,689,145		\$6,092,593,182
KEY	KeyCorp	\$8,152,386	\$7,087,746		\$5,650,454,955
NYB	New York Community Bancorp, Inc.	\$4,941,133	\$5,600,683		\$5,205,377,313

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Comerica Incorporated, Huntington Bancshares Inc., Zions Bancorporation, First Niagara Financial Group, Inc., Synovus Financial Corp., First Horizon National Corporation, City National Corporation, East West Bancorp, Inc., Associated Banc-Corp, First Citizens BancShares, Inc.

Performance Peer Group

Comerica Incorporated, Huntington Bancshares Inc., Zions Bancorporation, First Niagara Financial Group, Inc., Synovus Financial Corp., First Horizon National Corporation, City National Corporation, East West Bancorp, Inc., Associated Banc-Corp, First Citizens BancShares, Inc.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Gregory S. Allen	Chairman	49	Male	7	Outside
Joseph W. Craft	Member	61	Male	5	Outside
Steven J. Malcolm	Member	63	Male	10	Outside Related

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