

ZIONS BANCORPORATION /UT/  
Form 4  
August 22, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Haun Dallas E

2. Issuer Name and Ticker or Trading Symbol  
ZIONS BANCORPORATION /UT/  
[ZION]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
Exec Vice President / Pres. of Subsidiary

ONE SOUTH MAIN, 15TH FLOOR  
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SALT LAKE CITY, UT 84111

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 27.98	08/15/2008	A	47,000					02/01/2010 <sup>(2)</sup>	08/14/2015	Common Stock	47,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haun Dallas E ONE SOUTH MAIN, 15TH FLOOR SALT LAKE CITY, UT 84111			Exec Vice President	Pres. of Subsidiary

## Signatures

By Thomas E. Laursen as attorney in fact  
Date: 08/22/2008

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Options granted under the Zions Bancorporation 2005 Stock Option and Incentive Plan. Options vest 25% per year for 4 years beginning February 1, 2010 .
- (2) Options granted under the Zions Bancorporation 2005 Stock Option and Incentive Plan. Options vest 25% per year for 4 years beginning February 1, 2010 .

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. tom">

\*

All directors and executive officers as a group (11 persons)

584,240

8.20

%

\* Less than 1%

- (1) The business address of Ms. Marion and Messrs. Norton, Bowen, Marron, Faulders, O'Donnell, Hunt, Herman, Hovde, Callies and Mencarini is 13595 Dulles Technology Drive, Herndon, Virginia, 20171-3413.

- (2) Nonvested restricted shares included herein are considered beneficially owned since the owner thereof has the right to vote such nonvested restricted shares.  
Includes 115,294 shares of common stock held by J.A.P. Investment Group, L.P., a Virginia limited partnership, of which A.J.P. Inc., a Virginia corporation, is the sole general partner. Patricia A. Norton, spouse of Phillip G.
- (3) Norton, is the sole shareholder of A.J.P., Inc. Also includes 38,702 shares of common stock that Mr. Norton holds individually, of which 16,343 shares are restricted stock that have not vested as of July 21, 2016, however, Mr. Norton has the right to vote such shares of restricted stock prior to vesting.  
Includes 40,300 shares of common stock held by Bowen Holdings LLC, a Virginia limited liability company, which is owned by Mr. Bowen and his three children, for which shares Mr. Bowen serves as manager.
- (4) Additionally includes 3,266 shares held by the Elizabeth Dederich Bowen Trust, and 3,266 shares held by the Bruce Montague Bowen Trust.  
Includes 1,619 shares of restricted stock that have not vested as of July 21, 2016, however, Mr. Faulders has the right to vote such shares of restricted stock prior to vesting.
- (5) Includes 3,050 shares of restricted stock that have not vested as of July 21, 2016, however, Mr. O'Donnell has the right to vote such shares of restricted stock prior to vesting.
- (6) Includes 1,646 shares of restricted stock that have not vested as of July 21, 2016, however, Mr. Hunt has the right to vote such shares of restricted stock prior to vesting.
- (7) Also includes 1,619 shares of restricted stock that have not vested as of July 21, 2016, however, Mr. Herman has the right to vote such shares of restricted stock prior to vesting.
- (8) Includes 1,619 shares of restricted stock that have not vested as of July 21, 2016, however, Mr. Callies has the right to vote such shares of restricted stock prior to vesting.
- (9) Of the 214,314 shares of common stock beneficially owned by Mr. Hovde, he owns 162,185 shares directly, which includes 1,923 shares of restricted stock that have not vested as of July 21, 2016, however, Mr. Hovde has
- (10) the right to vote such shares of restricted stock prior to vesting. Mr. Hovde is the managing member of Hovde Capital, Ltd., the general partner to Financial Institution Partners III, L.P., which owns 38,084 shares. Mr. Hovde is a trustee of the Eric D. and Steven D. Hovde Foundation, which owns 14,045 shares.  
Includes 106 shares held in an Individual Retirement Account. Also includes 37,543 shares of restricted stock
- (11) that have not vested as of July 21, 2016, however, Ms. Marion has the right to vote such shares of restricted stock prior to vesting.

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- (12) Includes 62,743 shares of restricted stock that have not vested as of July 21, 2016, however, Mr. Marron has the right to vote such shares of restricted stock prior to vesting.
- (13) Includes 2,320 shares of restricted stock that have not vested as of July 21, 2016, however, Mr. Mencarini has the right to vote such shares of restricted stock prior to vesting.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table shows information regarding each person known to be a “beneficial owner” of more than 5% of our outstanding shares of common stock as of July 21, 2016. For purposes of this table, beneficial ownership of securities generally means the power to vote or dispose of securities, regardless of any economic interest in the securities. All information shown is based on information reported on Schedule 13G or an amendment thereto filed with the SEC on the dates indicated in the footnotes to this table (percentages are calculated assuming continued beneficial ownership at July 21, 2016).

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Outstanding	
Dimensional Fund Advisors LP (1) Building One, 6300 Bee Cave Road Austin, TX 78746	661,556	9.3	%
Wellington Management Group, LLP (2) 280 Congress Street Boston, MA 02210	432,765	6.1	%
BlackRock, Inc. (3) 55 East 52nd Street New York, NY 10055	587,128	8.2	%

- The information as to Dimensional Fund Advisors LP (“Dimensional Fund Advisors”) is derived from a Schedule 13G/A filed with the SEC on February 9, 2016. Dimensional Fund Advisors, an investment adviser registered under Section 203 of the Investment Advisors Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager or sub-adviser to certain other commingled funds, group trusts and separate accounts (such investment companies, (1) trusts and accounts, collectively referred to as the “Funds”). In certain cases, subsidiaries of Dimensional Fund Advisors may act as an adviser or sub-adviser to certain Funds. In its role as investment adviser, sub-adviser and/or manager, Dimensional Fund Advisors or its subsidiaries (collectively, “Dimensional”) may possess voting and/or investment power over the securities of ePlus that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of ePlus held by the Funds. However, all securities reported above are owned by the Funds. Dimensional disclaims beneficial ownership of such securities.
- (2) The information as to Wellington Management Company, LLP (“Wellington”) is derived from a Schedule 13G/A filed with the SEC on February 11, 2016. The ePlus shares as to which the Schedule 13G was filed are owned of record by clients of one or more investment advisers directly or indirectly owned by Wellington Management Group LLP. Those clients have the right to receive, or the power to direct the recExecutive Incentive Plant of, dividends from, or the proceeds from the sale of, such securities. Wellington indicates in its Schedule 13G/A that no such client is known to have such right or power with respect to more than five percent of this class of

securities.

(3)The information as to BlackRock, Inc. is derived from a Schedule 13G filed with the SEC on January 28, 2016.

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE,  
RELATED PERSON TRANSACTIONS AND INDEMNIFICATION

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the Company's directors and executive officers, and persons who own more than ten percent of a registered class of the Company's equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Officers, directors and greater than ten percent shareholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file.

Based solely upon a review of such reports furnished to ePlus pursuant to Rule 16a-3 under the Exchange Act, ePlus believes that all such forms required to be filed pursuant to Section 16(a) of the Exchange Act were timely filed, as necessary, by the officers, directors, and security holders required to file such forms.

Related Person Transactions

Two sons of Phillip G. Norton, who was our Chief Executive Officer during the fiscal year ended March 31, 2016, are employed at subsidiaries of the Company. The first son, who is the President of our subsidiary ePlus Government, inc., earned \$479 thousand during the fiscal year ended March 31, 2016. Approximately forty-five percent of his cash compensation was base salary, and the remainder was commissions and a bonus based on performance factors such as lease origination and profitability. During the fiscal year ended March 31, 2016, he also received a grant of 1,050 shares of restricted stock, which will vest on the same schedule as his peers, which is annually in equal one-thirds, beginning on the first anniversary of the grant, and \$5,291 in benefits representing travel, meals and entertainment costs for his spouse to attend the Company's Sales Meeting. The second son is Vice President of Vendor Programs, who earned \$290 thousand during the fiscal year ended March 31, 2016, in base salary and commissions. The commissions, which are paid in accordance with our commission plan, constitute approximately 75% of his compensation total.

Mr. O'Donnell, Chairman of the Audit Committee and member of the Nominating and Corporate Governance Committee, has a son-in-law serving as Senior Account Executive at ePlus Group, inc. who earned \$399 thousand in the fiscal year ended March 31, 2016. Less than twenty percent of his compensation was salary. The remainder was commission for sales completed, in accordance with our commission plan. He additionally received \$5,424 in travel, meals and entertainment costs for his family to attend the Company's Sales Meeting.

The Company has a written Related Person Transaction Policy, which establishes processes, procedures and standards regarding the review, approval and ratification of transactions between the Company and its directors, director nominees, executive officers, greater than five percent beneficial owners and their respective immediate family members, where the amount involved in the transaction exceeds \$120 thousand. All related person transactions are prohibited unless approved or ratified by the Nominating and Corporate Governance Committee, or, in certain circumstances, the Chair of the Nominating and Corporate Governance Committee. To the extent required by our Related Person Transactions Policy, all of the above matters were approved by the Nominating and Corporate Governance Committee in accordance with such Policy.

Indemnification

We have entered into indemnification agreements with each of our directors and executive officers, and we expect to enter into similar indemnification agreements with persons who become directors or executive officers in the future.

Explanation of Responses:

The indemnification agreements provide that the Company will indemnify the director or officer against any expenses or liabilities incurred in connection with any proceeding in which the director or officer may be involved as a party or otherwise, by reason of the fact that the director or officer is or was a director or officer of the Company or by any reason of any action taken by or omitted to be taken by the director or officer while acting as an officer or director of the Company.

However, the Company is only obligated to provide indemnification under the indemnification agreements if:

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the director or officer was acting in good faith in a manner the director or officer reasonably believed to be in the best interests of the Company, and, with respect to any criminal action, the director or officer had no reasonable cause to believe the director's or officer's conduct was unlawful;  
the claim was not made to recover profits by the director or officer in violation of Section 16(b) of the Exchange Act or any successor statute;  
the claim was not initiated by the director or officer;  
the claim was not covered by applicable insurance; or  
the claim was not for an act or omission of a director of the Company from which a director may not be relieved of liability under Section 102(b)(7) of the Delaware General Corporation Law.

Each director and officer has undertaken to repay the Company for any costs or expenses paid by the Company if it is ultimately determined that the director or officer is not entitled to indemnification under the indemnification agreements.

OTHER MATTERS

Other Business

The Board knows of no other matters that will be presented for consideration at the Annual Meeting of Shareholders. If any other matters are properly brought before the meeting, the persons named in the accompanying proxy will have the discretionary authority to vote such proxy on such matters in accordance with their best judgment.

Annual Report on Form 10-K

A copy of our Annual Report, which includes our Form 10-K for the year ended March 31, 2016, as filed with the SEC, will be sent to any shareholder without charge upon written request addressed to:

Investor Relations

ePlus inc.

13595 Dulles Technology Drive

Herndon, VA 20171

(703) 984-8400

You may also obtain our Form 10-K over the Internet at the SEC's Internet site, [www.sec.gov](http://www.sec.gov), or our Annual Report, which includes our Form 10-K over the Internet on our website, [www.eplus.com/Investors/Pages/Annual-Reports.aspx](http://www.eplus.com/Investors/Pages/Annual-Reports.aspx).

Additional copies of the Annual Report on Form 10-K, the Notice, this Proxy Statement and the accompanying proxy may be obtained from our Investor Relations department at the address above.

Shareholder Proposals for the 2017 Annual Meeting

Shareholders have the opportunity to submit proposals for next year's Annual Meeting of Shareholders. To be considered for inclusion in the Company's proxy statement and form of proxy for next year's Annual Meeting, your shareholder proposal must be submitted in writing by April 5, 2017, to the Corporate Secretary, ePlus inc., 13595 Dulles Technology Drive, Herndon, Virginia 20171. Proposals must be received by that date and satisfy the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, or Exchange Act, to be included in the proxy statement and on the proxy card that will be used for solicitation of proxies by the Board for the 2017 Annual

Explanation of Responses:



Meeting.

In accordance with our Bylaws, if you wish to submit a proposal for consideration at next year's Annual Meeting that is not to be included in next year's proxy materials, or wish to nominate a candidate for election to the Board at next year's Annual Meeting, your proposal or nomination must be submitted in writing and received by the Corporate Secretary not less than 60 days before the date of the first anniversary of this 2016 Annual Meeting if the 2017 Annual Meeting is held within 30 days of the anniversary of this 2016 Annual Meeting, otherwise, within seven days after the first public announcement of the date of the 2017 Annual Meeting. Assuming that our 2017 Annual Meeting is held on schedule, to be "timely" within the meaning of Rule 14a-4(c) under the Exchange Act, we must receive written notice of your intention to introduce a nomination or other item of business at that Meeting before July 17, 2017. If we do not receive written notice during that time period, or if we meet certain other requirements of the SEC rules, the persons named as proxies in the proxy materials relating to that Meeting will use their discretion in voting the proxies if any such matters are raised at the Meeting.

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A submission by an ePlus shareholder must contain the specific information required in ePlus' Bylaws. If you would like a copy of ePlus' current Bylaws, please write to the Corporate Secretary, ePlus inc., 13595 Dulles Technology Drive, Herndon, Virginia 20171. ePlus' current Bylaws may also be found on the Company's website at <http://www.eplus.com/bylaws>.

Results of the Annual Meeting

The preliminary voting results will be announced at the Annual Meeting. The final voting results will be tallied by the inspector of elections and published in a Current Report on Form 8-K, which we are required to file with the Securities and Exchange Commission within four business days following the Annual Meeting.

Additional Information About the Company

Although the information contained on, or accessible through, our website is not part of this proxy statement, you will find information about ePlus and our corporate governance practices at <http://www.eplus.com/investors>. Our website contains information about our Board, Board Committees and their charters, our Bylaws, and our Code of Conduct, Certificate of Incorporation and corporate governance guidelines. Shareholders may obtain, without charge, hard copies of the above documents by writing to: Corporate Secretary, ePlus inc., 13595 Dulles Technology Drive, Herndon, Virginia 20171.

The Company's principal executive offices are located at 13595 Dulles Technology Drive, Herndon, Virginia 20171. The Company's main telephone number is (703) 984-8400.



