

GOLD BANC CORP INC
Form 4
April 04, 2006

FORM 4

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

OMB APPROVAL

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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 *
TREMBLAY RICK

(Last) (First) (Middle)
11301 NALL AVENUE
(Street)

LEAWOOD, KS 66211

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GOLD BANC CORP INC [GLDB]

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice Pres & CFO

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

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) Amount (D) Price | | | |
| Common Stock | 04/01/2006 | | D | 94,521 D 11 0 | | D | |

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

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 4 | 04/01/2006 | | D | 5,000 | <u>(2)</u> 11/27/2010 | Common Stock | 5,000 |
| Stock Option | \$ 7.25 | 04/01/2006 | | D | 5,000 | <u>(3)</u> 03/06/2011 | Common Stock | 5,000 |
| Stock Option | \$ 7.06 | 04/01/2006 | | D | 15,000 | <u>(4)</u> 01/25/2012 | Common Stock | 15,000 |
| Stock Option | \$ 11.03 | 04/01/2006 | | D | 15,000 | <u>(5)</u> 07/23/2013 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TREMBLAY RICK 11301 NALL AVENUE LEAWOOD, KS 66211 | | | Executive Vice Pres & CFO | |

Signatures

Rick Tremblay 04/04/2006
 **Signature of Date
 Reporting Person

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) Disposed of pursuant to merger agreement between issuer and Marshall & Ilsley Corporation ("M&I") in exchange for 33,800 shares of M&I common stock having a market value of \$43.96 per share on the effective date of the merger.
- (2) This option, which provided for vesting in five equal annual installments beginning on Nov. 27, 2001, was assumed by M&I in the merger and replaced with an option to purchase 2,104 shares of M&I common stock for \$9.51 per share.
- (3) This option, which provided for vesting in five equal annual installments beginning on March 6, 2002, was assumed by M&I in the merger and replaced with an option to purchase 2,104 shares of M&I common stock for \$17.23 per share.
- (4) This option, which provided for vesting in five equal annual installments beginning on Jan. 25, 2003, was assumed by M&I in the merger and replaced with an option to purchase 6,312 shares of M&I common stock for \$16.78 per share.
- (5) This option, which provided for vesting in five equal annual installments beginning on July 23, 2004, was assumed by M&I in the merger and replaced with an option to purchase 6,312 shares of M&I common stock for \$26.21 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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