

BANCFIRST CORP /OK/  
Form S-8 POS  
July 29, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Post-Effective Amendment No. 1**

**To**

**FORM S-8**

**REGISTRATION STATEMENT No. 333-119622**

*UNDER*

*THE SECURITIES ACT OF 1933*

**BANCFIRST CORPORATION**

(Exact name of Registrant as specified in its charter)

**OKLAHOMA**  
(State or other jurisdiction of  
incorporation or organization)

**73-1221379**  
(I.R.S. Employer  
Identification No.)

**101 North Broadway**

**Oklahoma City, Oklahoma 73102**  
**(Address of principal executive offices, including zip code)**  
**BancFirst Corporation Stock Option Plan**

**(Full title of the plan)**

**David E. Rainbolt**

**President and Chief Executive Officer**

**BancFirst Corporation**

**101 North Broadway, Suite 1000**

**Oklahoma City, Oklahoma 73102**

**(405) 270-1086**

**(Name, address, including zip code, and telephone number, including area code, of agents for service)**

***COPIES TO:***

**Jeanette C. Timmons, Esq.**

**Conner & Winters, LLP**

**1700 One Leadership Square, 211 North Robinson**

**Oklahoma City, Oklahoma 73102**

**(405) 272-5745**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	..	Accelerated filer	x
Non-accelerated filer	..	Smaller reporting company	..



**DEREGISTRATION OF SECURITIES**

BancFirst Corporation (the Registrant ) filed a Registration Statement on Form S-8 on October 8, 2004 (Registration No. 333-119622) (the 2004 S-8 ) to register an aggregate 675,001 shares (1,350,002 shares, as adjusted for a two-for-one stock split effected in February 2006) of the Registrant s common stock, par value \$1.00 per share (the Common Stock ), for issuance pursuant to the BancFirst Corporation Stock Option Plan (the Stock Option Plan ).

This Post-Effective Amendment No. 1 to the 2004 S-8 is being filed to deregister the 761,991 unsold shares of Registrant s Common Stock registered under the 2004 S-8 and issuable pursuant to the Stock Option Plan. The 761,991 shares of Registrant s Common Stock being deregistered pursuant to this Post-Effective Amendment No. 1 will be included in a new Registration Statement on Form S-8 that is being filed contemporaneously with this filing, which will register an aggregate 1,287,041 shares of Common Stock issuable under the Stock Option Plan (including the 761,991 shares being deregistered hereunder).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, BancFirst Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, and State of Oklahoma, on July 21, 2011.

**BANCFIRST CORPORATION**

By: /s/ David E. Rainbolt  
David E. Rainbolt

President and Chief Executive Officer

(Principal Executive Officer)

**POWER OF ATTORNEY**

The officers and directors of BancFirst Corporation whose signature appears below, hereby constitute and appoint David E. Rainbolt, Joe T. Shockley, Jr. and Randy P. Foraker, and each of them (with full power to each of them to act alone), the true and lawful attorney-in-fact to sign and execute, on behalf of the undersigned, any amendment(s) to this registration statement, and each of the undersigned does hereby ratify and confirm all that said attorneys shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on July 21, 2011.

/s/ H. E. Rainbolt  
H. E. Rainbolt

Chairman of the Board

(Principal Executive Officer)

/s/ Dennis L. Brand  
Dennis L. Brand

Chief Executive Officer, BancFirst and Director

(Principal Executive Officer)

/s/ William H. Crawford  
William H. Crawford

Director

/s/ F. Ford Drummond  
F. Ford Drummond

Director

/s/ Dr. Donald B. Halverstadt  
Dr. Donald B. Halverstadt

Director

/s/ J. Ralph McCalmont  
J. Ralph McCalmont

Director

/s/ Ronald J. Norick  
Ronald J. Norick

Director

/s/ David E. Rainbolt  
David E. Rainbolt

President, Chief Executive Officer and Director

(Principal Executive Officer)

/s/ C. L. Craig, Jr.  
C.L. Craig, Jr.

Director

/s/ James R. Daniel  
James R. Daniel

Vice Chairman of the Board

(Principal Executive Officer)

/s/ K. Gordon Greer  
K. Gordon Greer

Vice Chairman of the Board

(Principal Executive Officer)

/s/ William O. Johnstone  
William O. Johnstone

Vice Chairman of the Board

(Principal Executive Officer)

Tom H. McCasland, Jr.

Director

Paul B. Odom, Jr.

Director

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/s/ David E. Ragland  
David E. Ragland

Director

G. Rainey Williams, Jr.

Director

/s/ Randy P. Foraker  
Randy P. Foraker

Executive Vice President and Chief Risk Officer

(Principal Accounting Officer)

/s/ Cynthia S. Ross  
Cynthia S. Ross

Director

/s/ Michael K. Wallace  
Michael K. Wallace

Director

/s/ Joe T. Shockley, Jr.  
Joe T. Shockley, Jr.

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)