

ZIONS BANCORPORATION /UT/
Form 8-K
October 29, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 29, 2012

ZIONS BANCORPORATION

(Exact Name of Registrant as Specified in its Charter)

Utah
(State or Other Jurisdiction

of Incorporation)

001-12307
(Commission

File Number)

87-0227400
(IRS Employer

Identification No.)

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One South Main, 15th Floor

84133
(Zip Code)

Salt Lake City, Utah

(Address of Principal Executive Office)

(801) 524-4787

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

Zions Bancorporation (the Company) hereby incorporates the Exhibits to this Current Report on Form 8-K relating to the issuance and sale by the Company of the following debt securities by reference into the Company's Registration Statement on

Form S-3 (No. 333-173299) as supplemented by the Prospectus Supplement dated June 18, 2012:

\$26,250,000 3.50% Senior Notes due September 15, 2015

\$20,000,000 4.00% Senior Notes due June 20, 2016

- 5.1 Opinion of Sullivan & Cromwell LLP.
- 5.2 Opinion of Callister Nebeker & McCullough relating to the 3.50% Senior Notes due September 15, 2015.
- 5.3 Opinion of Callister Nebeker & McCullough relating to the 4.00% Senior Notes due June 20, 2016.
- 23.1 Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).
- 23.2 Consent of Callister Nebeker & McCullough (included in Exhibit 5.2).
- 23.3 Consent of Callister Nebeker & McCullough (included in Exhibit 5.3).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Zions Bancorporation

Date: October 29, 2012

By: /s/ Thomas E. Laursen

Thomas E. Laursen

Executive Vice President and

General Counsel

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
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