GOLD BANC CORP INC
Form 4
April 04, 2006

# FORM 4

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

**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

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).

(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
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice Pres & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 04/01/2006 | | D | | 94,521 | D | (1) | 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)**

| 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 D S (I |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option | $ 4 | 04/01/2006 | | D | | | 5,000 | (2) | 11/27/2010 | Common Stock | 5,000 | |
| Stock Option | $ 7.25 | 04/01/2006 | | D | | | 5,000 | (3) | 03/06/2011 | Common Stock | 5,000 | |
| Stock Option | $ 7.06 | 04/01/2006 | | D | | | 15,000 | (4) | 01/25/2012 | Common Stock | 15,000 | |
| Stock Option | $ 11.03 | 04/01/2006 | | D | | | 15,000 | (5) | 07/23/2013 | Common Stock | 15,000 | |

# Reporting Owners

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

# Signatures

| Rick Tremblay | 04/04/2006 |
|---|---|
| **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)** 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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