

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, 15<sup>th</sup> 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**

By: /s/ Thomas E. Laursen

Thomas E. Laursen

Executive Vice President and

General Counsel

Date: October 29, 2012

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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).