

BANCFIRST CORP /OK/

Form 4

May 23, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JOHSTONE WILLIAM O**

(Last) (First) (Middle)

**101 N. BROADWAY**

(Street)

**OKLAHOMA CITY, OK 73102**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**BANCFIRST CORP /OK/ [BANF]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/22/2014**

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)

Vice Chairman

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 05/22/2014                           |                                                    | M                              |                                                                   | 107    | A          | \$ 17.5                                                                                       | 107                                                      | D                                                     |
| Common Stock                    | 05/22/2014                           |                                                    | M                              |                                                                   | 600    | A          | \$ 17.5                                                                                       | 707                                                      | D                                                     |
| Common Stock                    | 05/22/2014                           |                                                    | M                              |                                                                   | 100    | A          | \$ 17.5                                                                                       | 807                                                      | D                                                     |
| Common Stock                    | 05/22/2014                           |                                                    | M                              |                                                                   | 200    | A          | \$ 17.5                                                                                       | 1,007                                                    | D                                                     |
| Common Stock                    | 05/22/2014                           |                                                    | M                              |                                                                   | 100    | A          | \$ 17.5                                                                                       | 1,107                                                    | D                                                     |

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|              |            |   |       |   |           |       |   |
|--------------|------------|---|-------|---|-----------|-------|---|
| Common Stock | 05/22/2014 | M | 100   | A | \$ 17.5   | 1,207 | D |
| Common Stock | 05/22/2014 | M | 686   | A | \$ 17.5   | 1,893 | D |
| Common Stock | 05/22/2014 | M | 14    | A | \$ 17.5   | 1,907 | D |
| Common Stock | 05/22/2014 | M | 100   | A | \$ 17.5   | 2,007 | D |
| Common Stock | 05/22/2014 | M | 200   | A | \$ 17.5   | 2,207 | D |
| Common Stock | 05/22/2014 | M | 500   | A | \$ 17.5   | 2,707 | D |
| Common Stock | 05/22/2014 | M | 700   | A | \$ 17.5   | 3,407 | D |
| Common Stock | 05/22/2014 | M | 800   | A | \$ 17.5   | 4,207 | D |
| Common Stock | 05/22/2014 | M | 1,793 | A | \$ 17.5   | 6,000 | D |
| Common Stock | 05/22/2014 | S | 500   | D | \$ 57.62  | 5,500 | D |
| Common Stock | 05/22/2014 | S | 100   | D | \$ 57.792 | 5,400 | D |
| Common Stock | 05/22/2014 | S | 200   | D | \$ 57.8   | 5,200 | D |
| Common Stock | 05/22/2014 | S | 100   | D | \$ 57.77  | 5,100 | D |
| Common Stock | 05/22/2014 | S | 100   | D | \$ 57.83  | 5,000 | D |
| Common Stock | 05/22/2014 | S | 14    | D | \$ 57.72  | 4,986 | D |
| Common Stock | 05/22/2014 | S | 200   | D | \$ 57.79  | 4,786 | D |
| Common Stock | 05/22/2014 | S | 686   | D | \$ 57.7   | 4,100 | D |
| Common Stock | 05/22/2014 | S | 700   | D | \$ 57.64  | 3,400 | D |
| Common Stock | 05/22/2014 | S | 800   | D | \$ 57.65  | 2,600 | D |
| Common Stock | 05/22/2014 | S | 100   | D | \$ 57.57  | 2,500 | D |
|              | 05/22/2014 | S | 1,793 | D | \$ 57.5   | 707   | D |

Common  
Stock

|                 |            |   |     |   |          |     |   |
|-----------------|------------|---|-----|---|----------|-----|---|
| Common<br>Stock | 05/22/2014 | S | 107 | D | \$ 57.56 | 600 | D |
|-----------------|------------|---|-----|---|----------|-----|---|

|                 |            |   |     |   |          |   |   |
|-----------------|------------|---|-----|---|----------|---|---|
| Common<br>Stock | 05/22/2014 | S | 600 | D | \$ 57.78 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| NQ-Stock<br>Option<br>(right to<br>buy)             | \$ 17.5                                                               | 05/22/2014                              |                                                             | M                                       |                                                                                                                 | 107                                                            |     | 07/30/2003                                                          | 07/30/2014         | Common<br>Stock | 107                                    |
| NQ-Stock<br>Option<br>(right to<br>buy)             | \$ 17.5                                                               | 05/22/2014                              |                                                             | M                                       |                                                                                                                 | 100                                                            |     | 07/30/2003                                                          | 07/30/2014         | Common<br>Stock | 100                                    |
| NQ-Stock<br>Option<br>(right to<br>buy)             | \$ 17.5                                                               | 05/22/2014                              |                                                             | M                                       |                                                                                                                 | 200                                                            |     | 07/30/2003                                                          | 07/30/2014         | Common<br>Stock | 200                                    |
| NQ-Stock<br>Option<br>(right to<br>buy)             | \$ 17.5                                                               | 05/22/2014                              |                                                             | M                                       |                                                                                                                 | 14                                                             |     | 07/30/2003                                                          | 07/30/2014         | Common<br>Stock | 14                                     |
| NQ-Stock<br>Option<br>(right to                     | \$ 17.5                                                               | 05/22/2014                              |                                                             | M                                       |                                                                                                                 | 686                                                            |     | 07/30/2003                                                          | 07/30/2014         | Common<br>Stock | 686                                    |

buy)

NQ-Stock

Option

(right to

buy)

\$ 17.5

05/22/2014

M

100

07/30/2003

07/30/2014

Common  
Stock

100

NQ-Stock

Option

(right to

buy)

\$ 17.5

05/22/2014

M

600

07/30/2003

07/30/2014

Common  
Stock

600

NQ-Stock

Option

(right to

buy)

\$ 17.5

05/22/2014

M

500

07/30/2003

07/30/2014

Common  
Stock

500

NQ-Stock

Option

(right to

buy)

\$ 17.5

05/22/2014

M

100

07/30/2003

07/30/2014

Common  
Stock

100

NQ-Stock

Option

(right to

buy)

\$ 17.5

05/22/2014

M

700

07/30/2003

07/30/2014

Common  
Stock

700

NQ-Stock

Option

(right to

buy)

\$ 17.5

05/22/2014

M

800

07/30/2003

07/30/2014

Common  
Stock

800

NQ-Stock

Option

(right to

buy)

\$ 17.5

05/22/2014

M

100

07/30/2003

07/30/2014

Common  
Stock

100

NQ-Stock

Option

(right to

buy)

\$ 17.5

05/22/2014

M

1,793

07/30/2003

07/30/2014

Common  
Stock

1,793

NQ-Stock

Option

(right to

buy)

\$ 17.5

05/22/2014

M

200

07/30/2003

07/30/2014

Common  
Stock

200

## Reporting Owners

| Reporting Owner Name / Address        | Relationships |           |               |       |
|---------------------------------------|---------------|-----------|---------------|-------|
|                                       | Director      | 10% Owner | Officer       | Other |
| JOHSTONE WILLIAM O<br>101 N. BROADWAY | X             |           | Vice Chairman |       |

OKLAHOMA CITY, OK 73102

## Signatures

By: Randy Foraker For: William  
Johnstone

05/23/2014

\_\_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).

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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