

PERFORMANCE FOOD GROUP CO

Form 8-K

November 22, 2006

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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):
November 16, 2006

PERFORMANCE FOOD GROUP COMPANY

(Exact Name of Registrant as Specified in Charter)

Tennessee

0-22192

54-0402940

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

12500 West Creek Parkway, Richmond, Virginia

23238

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (804) 484-7700

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 (*see* General Instruction A.2. below):

- 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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e) *Amendments to Supplemental Executive Retirement Plan.* On November 16, 2006, the Compensation Committee (the Committee) of the Board of Directors of Performance Food Group Company, a Tennessee corporation (the Company) recommended to the Board of Directors and on November 17, 2006 the Board of Directors approved certain amendments to the Company's Supplemental Executive Retirement Plan (the Plan), which Plan is described in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005. Following approval by the Board of Directors, the Company executed the Amendment to the Plan attached hereto as Exhibit 10.1 (the Amendment). The Amendment amends the Plan as follows by:

- changing the contribution formula for contributions credited to a participant's account for the period beginning on or after December 31, 2006 to eliminate the base contribution and enhance the performance contribution under the Plan so that (1) a 2% performance contribution would be earned for each 1% of targeted earnings before interest and taxes achieved between 95% and 100% of the targeted amount, and (2) an additional 1% contribution would be earned for each 1% of targeted earnings before interest and taxes achieved in excess of 100% of the targeted amount, up to 110%;
- changing the vesting schedule for contributions credited for periods beginning on or after December 31, 2006 such that 50% of such contributions vest after five years of service, with the remainder vesting 10% per year for each year of service thereafter;
- changing the timing of the payment of benefits under the Plan for participants who terminate participation or employment prior to retirement at age 65; and
- changing the Plan to conform to changes required by Section 409A of the Internal Revenue Code of 1986, as amended.

The description of the Amendment contained herein is qualified in its entirety by reference to the Amendment filed herewith as Exhibit 10.1, which is incorporated by reference herein.

When it approved the Amendment, the Company's Board of Directors also approved the Committee's recommendation to increase the number of associates eligible to participate in the Plan by three.

Director and Named Executive Officer Compensation Changes. On November 16, 2006, the Committee approved certain changes to the compensation to be paid to Robert C. Sledd, the Company's Chairman of the Board. Mr. Sledd's base salary for the fiscal year beginning January 1, 2007 will be \$125,000. Mr. Sledd will no longer receive his automobile allowance, nor will he be eligible to participate in any bonus plan for the 2007 fiscal year. He will be eligible to receive any bonus earned for the one- and two-year periods ending December 30, 2006. Mr. Sledd will also remain eligible to participate in the Company's deferred compensation plan, but will not be eligible for any Company matching contributions. Mr. Sledd, who remains a member of the Company's Board of Directors, will be

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eligible to receive the same compensation for his service on the Board of Directors during the 2007 fiscal year as that received by the Company's other outside directors.

On November 16, 2006, the Committee also approved an increase in the compensation payable to John E. Stokely, the Company's presiding director. The Committee increased Mr. Stokely's annual compensation to \$25,000.

Item 9.01 Financial Statements and Exhibits

(d) *Exhibits*

10.1 Amendment to Performance Food Group Company Supplemental Executive Retirement Plan.

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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.

PERFORMANCE FOOD GROUP COMPANY

By: /s/ John D. Austin

Name: John D. Austin

Title: Senior Vice President and Chief
Financial Officer

Date: November 22, 2006

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Exhibit No.	Description
10.1	Amendment to Performance Food Group Company Supplemental Executive Retirement Plan

">Average stockholders equity to average assets (year-to-date)9.00 9.81 9.74

Asset Quality Ratios

Nonperforming and restructured assets to total loans

0.84% 1.50% 1.00%

Nonperforming and restructured assets to total assets

0.75 1.12 1.01

Allowance for loan losses to total loans

1.30 1.32 1.27

Allowance for loan losses

to nonperforming and restructured loans

154.68 88.28 127.25

Cash, Federal Funds Sold and Interest Bearing Balances with Banks

The aggregate of cash and due from banks, interest-bearing deposits with banks, and federal funds sold as of June 30, 2011 increased \$542.9 million from June 30, 2010 and \$325.9 million from December 31, 2010. The increase was primarily from deposit growth which is explained later under Deposits. Federal funds sold consist of overnight investments of excess funds with other financial institutions. Due to the high degree of counterparty instability in the Fed Funds market and near zero overnight fed funds rates, the Company has continued to maintain the majority of its excess funds with the Federal Reserve Bank. The Federal Reserve Bank pays interest on these funds based upon the lowest target rate for the maintenance period.

Securities

At June 30, 2011, total securities increased \$2.5 million compared to June 30, 2010 and decreased \$163.5 million compared to December 31, 2010. The size of the Company's securities portfolio is a function of pledging requirements, liquidity management and excess funds available for investment. The Company has historically maintained a liquid securities portfolio to provide funds for loan growth. Over the past two years, the Company's traditional deposits grew when funds from commercial sweep balances flowed into the bank. This excess liquidity has been maintained at the Federal Reserve since these deposits are expected to be transitory and will most likely revert to sweep accounts when interest rates rise. The net unrealized gain on securities available for sale, before taxes, was \$14.8 million at June 30, 2011, compared to a net unrealized gain of \$17.0 million at June 30, 2010 and a net unrealized gain of \$13.0 million at December 31, 2010. These unrealized gains are included in the Company's stockholders' equity as accumulated other comprehensive income, net of income tax, in the amounts of \$9.7 million, \$11.1 million and \$8.5 million respectively.

Loans

At June 30, 2011, total loans were up \$68.5 million or 2.5% from June 30, 2010 and \$49.9 million or 1.8% from December 31, 2010. The increase compared to a year ago was due primarily to the Company's recent acquisitions partially offset by the sale of approximately \$144 million of student loans during 2010. At June 30, 2011, the allowance for loan losses was relatively constant compared to June 30, 2010, and increased by \$1.3 million or 3.8% from year-end 2010. The allowance for loan losses as a percentage of total loans and the allowance to nonperforming and restructured loans are shown in the preceding table.

Nonperforming and Restructured Assets

Nonperforming and restructured assets totaled \$39.5 million at June 30, 2011, compared to \$51.7 million at June 30, 2010 and \$51.3 million at December 31, 2010. Nonperforming and restructured assets include loans which are considered to have identifiable probable loss potential. These loans are placed on nonaccrual status and are allocated a specific allowance or directly charged down. The Company's nonaccrual loans are primarily commercial and real estate loans. An other real estate owned property valued at \$6.9 million was sold in the first quarter of 2011. Nonperforming and restructured assets as a percentage of total loans is shown in the preceding table.

Potential problem loans are loans which are not now considered nonperforming, but where known information about possible credit problems of borrowers causes management to have serious doubts as to the ability of such borrowers to comply with the present loan repayment terms which would result in the loan being classified as nonperforming. The Company had approximately \$7.5 million of these loans at June 30, 2011 compared to \$6.1 million at June 30, 2010 and \$10.1 million at December 31, 2010.

Deposits

At June 30, 2011 total deposits increased \$584.6 million compared to June 30, 2010, and \$198.2 million compared to December 31, 2010. The increase from June 30, 2010 was due to acquisitions and internal growth. The Company's core deposits provide it with a stable, low-cost funding source. The Company's deposit base continues to be comprised substantially of core deposits, with certificates of deposit exceeding \$100,000 being only 8.8% of total deposits at June 30, 2011, compared to 8.5% at June 30, 2010 and 9.1% at December 31, 2010.

Short-Term Borrowings

Short-term borrowings consist primarily of Federal funds purchased and repurchase agreements and are another source of funds for the Company. Fluctuations in short-term borrowings are a function of Federal funds purchased from correspondent banks, customer demand for repurchase agreements and the liquidity needs of the bank. Short-term borrowings decreased \$700,000 from June 30, 2010, and \$5.8 million from December 31, 2010.

Long-Term Borrowings

The Company has a line of credit from the Federal Home Loan Bank (FHLB) of Topeka, Kansas to use for liquidity or to match-fund certain long-term fixed rate loans. The Company's assets, including residential first mortgages of \$455 million, are pledged as collateral for the borrowings under the line of credit. As of June 30, 2011, the Company had approximately \$17.6 million in advances outstanding due to acquisitions during 2010. On October 8, 2010, the Company completed the acquisition of Union National Bancshares, Inc., and its subsidiary bank, Union Bank of Chandler, which had \$765,000 in FHLB advances outstanding as of that date. On December 10, 2010, the Company completed the acquisition of Exchange Bancshares of Moore, Inc., and its subsidiary bank, Exchange National Bank of Moore, which had \$19 million in FHLB advances outstanding as of that date. The advances mature at varying dates through 2014. The Company had no FHLB borrowings as of June 30, 2010.

On December 13, 2010, the Company borrowed \$14.5 million from a commercial bank for a three year term. The loan has an interest rate of 3% per annum, payable quarterly on the first day of March, June, September and December until the maturity date of November 30, 2013. Scheduled principal payments are due on or before November 30, 2011 and November 30, 2012 equal to 25% of the unpaid principal amount outstanding. The loan may be prepaid in whole or in part without fee or penalty at any time. The proceeds were used to fund a portion of the Company's recent acquisitions. The Company made an advance payment of \$6.0 million on July 22, 2011 reducing the principal balance to \$8.5 million.

Capital Resources and Liquidity

At June 30, 2011 stockholders' equity increased \$24.8 million from June 30, 2010 and \$11.8 million from December 31, 2010 due to net earnings retained, stock option exercises, and unrealized gains on securities, partially offset by dividends, stock buybacks and unrealized losses on securities. The Company's leverage ratio and total risk-based capital ratio were 8.33% and 15.06%, respectively, at June 30, 2011, well in excess of the regulatory minimums.

On July 12, 2011 the Company acquired \$7.3 million of Trust Preferred securities related to the acquisition of FBC Financial Corporation.

See Note (10) of the Notes to Consolidated Financial Statements for a discussion of capital ratio requirements.

There have not been material changes from the liquidity and funding discussion included in Management's Discussion and Analysis in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

CONTRACTUAL OBLIGATIONS

On July 12, 2011, the Company assumed \$7.3 million of Trust Preferred Securities related to the acquisition of FBC Financial Corporation. In addition, on July 22, 2011, the Company made an advance payment of \$6.0 million on the commercial bank loan described above. As both of these events occurred subsequent to June 30, 2011, they were not included in the consolidated financial statements included in this report.

Except for the items described above, there have not been material changes in the resources required for scheduled repayments of contractual obligations from the table of Contractual Cash Obligations included in Management's Discussion and Analysis which was included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

BANCFIRST CORPORATION

CONSOLIDATED AVERAGE BALANCE SHEETS AND INTEREST MARGIN ANALYSES

(Unaudited)

Taxable Equivalent Basis (Dollars in thousands)

	Three Months Ended June 30,					
	Average Balance	2011 Interest Income/ Expense	Average Yield/ Rate	Average Balance	2010 Interest Income/ Expense	Average Yield/ Rate
ASSETS						
Earning assets:						
Loans (1)	\$ 2,821,461	\$ 40,344	5.74%	\$ 2,774,473	\$ 38,791	5.61%
Securities taxable	544,915	3,032	2.23	411,214	2,994	2.92
Securities tax exempt	77,031	927	4.83	34,699	477	5.51
Interest bearing deposits with banks and Federal Funds sold	1,423,104	906	0.26	979,207	618	0.25
Total earning assets	4,866,511	45,209	3.73	4,199,593	42,880	4.10
Nonearning assets:						
Cash and due from banks	141,218			107,270		
Interest receivable and other assets	290,152			257,105		
Allowance for loan losses	(36,185)			(36,787)		
Total nonearning assets	395,185			327,588		
Total assets	\$ 5,261,696			\$ 4,527,181		
LIABILITIES AND STOCKHOLDERS EQUITY						
Interest-bearing liabilities:						
Transaction deposits	\$ 723,429	\$ 390	0.22%	\$ 614,115	\$ 362	0.24%
Savings deposits	1,608,045	2,719	0.68	1,364,794	3,007	0.88
Time deposits	905,940	2,877	1.27	834,506	3,102	1.49
Short-term borrowings	6,585	3	0.18	1,352	1	0.30
Long-term borrowings	34,522	255	2.96			
Junior subordinated debentures	28,866	525	7.29	26,804	494	7.39
Total interest-bearing liabilities	3,307,387	6,769	0.82	2,841,571	6,966	0.98
Interest-free funds:						
Noninterest-bearing deposits	1,452,690			1,214,005		
Interest payable and other liabilities	29,286			29,104		
Stockholders equity	472,333			442,501		
Total interest free funds	1,954,309			1,685,610		
Total liabilities and stockholders equity	\$ 5,261,696			\$ 4,527,181		
Net interest income		\$ 38,440			\$ 35,914	

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Net interest spread	2.91%	3.12%
Net interest margin	3.17%	3.44%

(1) Nonaccrual loans are included in the average loan balances and any interest on such nonaccrual loans is recognized on a cash basis.

BANCFIRST CORPORATION

CONSOLIDATED AVERAGE BALANCE SHEETS AND INTEREST MARGIN ANALYSES

(Unaudited)

Taxable Equivalent Basis (Dollars in thousands)

	Six Months Ended June 30,					
	Average Balance	2011 Interest Income/ Expense	Average Yield/ Rate	Average Balance	2010 Interest Income/ Expense	Average Yield/ Rate
ASSETS						
Earning assets:						
Loans (1)	\$ 2,807,497	\$ 79,694	5.72%	\$ 2,765,160	\$ 76,233	5.56%
Securities taxable	581,608	6,659	2.31	399,402	6,004	3.03
Securities tax exempt	78,146	1,896	4.89	35,696	984	5.56
Interest bearing deposits with banks and Federal funds sold	1,348,460	1,702	0.25	948,032	1,192	0.25
Total earning assets	4,815,711	89,951	3.77	4,148,290	84,413	4.10
Nonearning assets:						
Cash and due from banks	139,316			108,507		
Interest receivable and other assets	287,766			255,146		
Allowance for loan losses	(36,058)			(36,604)		
Total nonearning assets	391,024			327,049		
Total assets	\$ 5,206,735			\$ 4,475,339		
LIABILITIES AND STOCKHOLDERS EQUITY						
Interest-bearing liabilities:						
Transaction deposits	\$ 717,783	\$ 802	0.23%	\$ 611,792	\$ 729	0.24%
Savings deposits	1,605,861	5,568	0.70	1,345,942	6,080	0.91
Time deposits	910,928	5,861	1.30	846,744	6,586	1.57
Short-term borrowings	6,594	7	0.21	1,059	1	0.19
Long-term borrowings	34,773	501	2.91			
Junior subordinated debentures	28,866	1,050	7.34	26,804	983	7.40
Total interest-bearing liabilities	3,304,805	13,789	0.84	2,832,341	14,379	1.02
Interest-free funds:						
Noninterest-bearing deposits	1,406,915			1,176,357		
Interest payable and other liabilities	26,235			27,424		

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Stockholders' equity	468,780	439,217
Total interest free funds	1,901,930	1,642,998
Total liabilities and stockholders' equity	\$ 5,206,735	\$ 4,475,339
Net interest income	\$ 76,162	\$ 70,034
Net interest spread	2.93%	3.08%
Net interest margin	3.19%	3.40%

(1) Nonaccrual loans are included in the average loan balances and any interest on such nonaccrual loans is recognized on a cash basis.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no significant changes in the Registrant's disclosures regarding market risk since December 31, 2010, the date of its annual report to shareholders.

Item 4. Controls and Procedures.

The Company's Chief Executive Officer, Chief Financial Officer and Disclosure Committee, which includes the Company's Chief Risk Officer, Chief Asset Quality Officer, Chief Internal Auditor, Treasurer, Controller and General Counsel, have evaluated, as of the last day of the period covered by this report, the Company's disclosure controls and procedures. Based on their evaluation they concluded that the disclosure controls and procedures of the Company are effective to ensure that information required to be disclosed by the Company in the reports filed or submitted by it under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the applicable rules and forms. No changes were made to the Company's internal control over financial reporting during the second fiscal quarter of 2011 that materially affected, or are likely to materially affect, the Company's internal control over financial reporting. There have been no changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation.

PART II OTHER INFORMATION**Item 1. Legal Proceedings.**

The Corporation and its subsidiaries are subject to various claims and legal actions that have arisen in the normal course of conducting business. None of these actions are believed by management to involve amounts that will be material to the Company's consolidated financial position, results of operations or liquidity.

The Company is not currently aware of any additional or material changes to pending or threatened litigation against the Company or its subsidiaries or that involves any of the Company or its subsidiaries property that could have a material adverse effect on the Company's consolidated financial condition, results of operations or cash flows.

Item 1A. Risk Factors.

As of June 30, 2011, there have been no material changes from the risk factors previously disclosed in Part I, Item 1A, of the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The following table provides information with respect to purchases made by or on behalf of the Company or any affiliated purchaser (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934), of the Company's common stock during the three months ended June 30, 2011.

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan	Maximum Number of Shares That May Yet Be Purchased Under the Plan at the End of the Period
April 1, 2011 to April 30, 2011				543,900
May 1, 2011 to May 31, 2011 (1)	24,100	\$ 38.05		519,800
June 1, 2011 to June 30, 2011 (1)	93,076	\$ 37.75		426,724

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- (1) Represents repurchases made in connection with the Company's November 1999 Stock Repurchase Program. The amount approved is subject to amendment. The Stock Repurchase Program will remain in effect until all shares are repurchased.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Reserved.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit Number	Exhibit
3.1	Second Amended and Restated Certificate of Incorporation of BancFirst Corporation (filed as Exhibit 1 to the Company's 8-A/A filed July 23, 1998 and incorporated herein by reference).
3.2	Certificate of Amendment of the Second Amended and Restated Certificate of Incorporation of BancFirst Corporation (filed as Exhibit 3.5 to the Company's Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2004 and incorporated herein by reference).
3.3	Certificate of Designations of Preferred Stock (filed as Exhibit 3.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1998 and incorporated herein by reference).
3.4	Amended By-Laws (filed as Exhibit 3.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1992 and incorporated herein by reference).
3.5	Amendment to the Second Amended and Restated Certificate of Incorporation (filed as Exhibit 3.5 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2005 and incorporated herein by reference).
3.6	Resolution of the Board of Directors amending Section XXVII of the Company's By-Laws (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K dated February 26, 2004 and incorporated herein by reference).
3.7	Resolution of the Board of Directors amending Article XVI, Section 1 and Article XVII, Section 1 of the Company's By-Laws (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K dated February 28, 2008 and incorporated herein by reference).
4.1	Instruments defining the rights of securities holders (see Exhibits 3.1, 3.2, 3.3 and 3.4 above).
4.2	Rights Agreement, dated as of February 25, 1999, between BancFirst Corporation and BancFirst, as Rights Agent, including as Exhibit A the form of Certificate of Designations of the Company setting forth the terms of the Preferred Stock, as Exhibit B the form of Right Certificate and as Exhibit C the form of Summary of Rights Agreement (filed as Exhibit 4.1 to the Company's 8-K dated January 28, 2009 and incorporated herein by reference).
4.3	Amendment No. 1 to Rights Agreement, dated as of February 25, 1999, between BancFirst Corporation and BancFirst, as Rights Agent (filed as Exhibit 4.2 to the Company's 8-K dated January 28, 2009 and incorporated herein by reference).
4.4	Form of Amended and Restated Trust Agreement relating to the 7.20% Cumulative Trust Preferred Securities of BFC Capital Trust II (filed as Exhibit 4.5 to the Company's registration statement on Form S-3/A, File No. 333-112488 dated February 23, 2004, and incorporated herein by reference).
4.5	Form of 7.20% Cumulative Trust Preferred Security Certificate for BFC Capital Trust II (filed as Exhibit D to Exhibit 4.5 to the Company's registration statement on Form S-3/A, File No. 333-112488 dated February 23, 2004, and incorporated herein by reference).
4.6	Form of Indenture relating to the 7.20% Junior Subordinated Deferrable Interest Debentures of BancFirst Corporation issued to BFC Capital Trust II (filed as Exhibit 4.1 on Form S-3 to the Company's registration statement, File No. 333-112488 dated February 4, 2004, and incorporated herein by reference).
4.7	

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Form of Certificate of 7.20% Junior Subordinated Deferrable Interest Debenture of BancFirst Corporation (filed as Exhibit 4.2 on Form S-3 to the Company's registration statement, File No. 333-112488 dated February 4, 2004, and incorporated herein by reference).

- 4.8 Form of Guarantee of BancFirst Corporation relating to the 7.20% Cumulative Trust Preferred Securities of BFC Capital Trust II (filed as Exhibit 4.7 to the Company's registration statement on Form S-3/A, File No. 333-112488 dated February 23, 2004, and incorporated herein by reference).

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Exhibit Number	Exhibit
4.9	Form of Indenture relating to the Fixed/Floating Rate Junior Subordinated Deferrable Interest Debentures, Form of Fixed/Floating Rate Junior Subordinated Deferrable Interest Debenture, and Form of Certificate to Trustee. (filed as Exhibit 4.9 to the Company's Annual Report on Form 10-K for the Year Ended December 31, 2010 and incorporated herein by reference).
10.1	Tenth Amended and Restated BancFirst Corporation Stock Option Plan (filed as Exhibit 4.1 to the Company's registration statement on Form S-8, File No. 333-175914 dated July 29, 2011, and incorporated herein by reference).
10.2	Amended and Restated BancFirst Corporation Employee Stock Ownership and Thrift Plan, as amended by amendments dated September 19, 1992, November 21, 2002 and December 18, 2003 (filed as Exhibit 10.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004 and incorporated herein by reference).
10.3	Second Amended and Restated BancFirst Corporation Non-Employee Directors' Stock Option Plan (filed as Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2009 and incorporated herein by reference).
10.4	Third Amended and Restated BancFirst Corporation Directors' Deferred Stock Compensation Plan (filed as Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2009 and incorporated herein by reference).
10.5	Amendment to the Amended and Restated BancFirst Corporation Employee Stock Ownership Plan and Trust Agreement adopted June 25, 2009 (filed as Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2009 and incorporated herein by reference).
10.6	Amended and Restated BancFirst Corporation Thrift Plan adopted March 25, 2010 effective January 1, 2010 (filed as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2010 and incorporated herein by reference).
10.7	Amendment (Code Section 415 Compliance) to the Amended and Restated BancFirst Corporation Employee Stock Ownership Plan and Trust Agreement, adopted July 23, 2009. (filed as Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2010 and incorporated herein by reference).
10.8	Amendment (Pension Protection Act, Heart Act and the Worker, Retiree, and Employer Recovery Act) to the Amended and Restated BancFirst Corporation Employee Stock Ownership Plan and Trust Agreement, adopted December 17, 2009 (filed as Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2010 and incorporated herein by reference).
10.9	Amendment to the Amended and Restated BancFirst Corporation Thrift Plan adopted December 16, 2010 effective January 1, 2011 (filed as Exhibit 10.9 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 and incorporated herein by reference).
31.1*	Chief Executive Officer's Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a).
31.2*	Chief Financial Officer's Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a).
32.1*	CEO's Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	CFO's Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase
101.DEF**	XBRL Taxonomy Extension Definition Linkbase
101.LAB**	XBRL Taxonomy Extension Label Linkbase
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase

* Filed herewith.

** Furnished herewith.

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 thereunto duly authorized.

BANCFIRST CORPORATION

(Registrant)

Date: August 9, 2011

/s/ Joe T. Shockley, Jr.
Joe T. Shockley, Jr.
Executive Vice President
Chief Financial Officer
(Duly Authorized Officer and
Principal Financial Officer)