



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

May 25, 2012

Mr. Phillip D. Green  
Group Executive Vice President and Chief Financial Officer  
Cullen/Frost Bankers, Inc.  
100 W. Houston Street  
San Antonio, Texas 78205

**Re: Cullen/Frost Bankers, Inc.**  
**Form 10-K for Fiscal Year Ended December 31, 2011**  
**Filed February 3, 2012**  
**File No. 001-13221**

Dear Mr. Green,

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Kevin W. Vaughn

Kevin W. Vaughn  
Accounting Branch Chief