#### GOLD BANC CORP INC

Form 4 January 21, 2005

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ZEMEL PHILIP J		erson * 2. Issuer Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer		
		GOLD I	GOLD BANC CORP INC [GLDB]			(Check all applicable)		
(Last)	(First) (M		Earliest Tra	ansaction	Director			
12409 OVERBROOK DR			(Month/Day/Year) 01/19/2005				6 Owner er (specify nt	
(Street) 4. ]		4. If Amer	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check		
Filed(Model LEAWOOD, KS 66209		Filed(Mon	th/Day/Year)	)		_X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative Securities	Acquired, Disposed	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Pr	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)	
Common Stock (1)	01/19/2005		A	3,000 A (1)	9,000	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units	<u>(2)</u>	01/19/2005		A	2,000	(3)	01/19/2008	Common Stock	2,000
Restricted stock units	<u>(2)</u>					(3)	10/22/2006	Common Stock	4,000
Incentive Stock Option	\$ 11.03					07/23/2008	07/23/2013	Common Stock	5,000
Incentive Stock Option	\$ 7.65					02/25/2007	02/25/2012	Common Stock	5,000

#### **Reporting Owners**

Reporting Owner Name / Address	Keiationsnips				
	Director	10% Owner	Officer	Other	

ZEMEL PHILIP J 12409 OVERBROOK DR LEAWOOD, KS 66209

Senior Vice President

### **Signatures**

Philip J. Zemel 01/21/2005

\*\*Signature of Date
Reporting Person

#### **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).
- Represents shares of restricted stock granted under the Company's 1996 Equity Compensation Plan that vest upon the third anniversary of the date of grant contingent upon continued employment and subject to a period of nontransferability and accelerated vesting under certain circumstances. 50% of the restricted shares shall become transferable on the fourth anniversary of the date of grant and 100% of the restricted shares shall become transferable on the fifth anniversary of the date of grant.
- (2) The price is 1 for 1.
- (3) The restricted stock units are vested upon the third anniversary of the date of grant contingent upon continued employment with the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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