

INTERNATIONAL BANCSHARES CORP  
 Form 4  
 March 08, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SANCHEZ ANTONIO R JR

2. Issuer Name and Ticker or Trading Symbol  
 INTERNATIONAL BANCSHARES CORP [IBOC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 P.O. BOX 2986  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/04/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

LAREDO, TX 78044  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 or 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                    | 03/04/2011                           |  | J <sup>(1)</sup>               | 225,000 D \$ 0  | 1,779,184  | I  | HELD IN PARTNERSHIP                                   |
| COMMON STOCK                    | 03/04/2011                           |  | S <sup>(2)</sup>               | 77,511 D \$ 18.95   | 2,689,560  | D  |   |
| COMMON STOCK                    | 03/04/2011                           |  | S <sup>(2)</sup>               | 84,850 D \$ 18.95   | 5,345,186  | I  | HELD IN TRUST   |
| COMMON STOCK                    | 03/04/2011                           |  | S <sup>(2)</sup>               | 121,771 A \$ 18.95  | 5,466,957 <sup>(5)</sup>   | I  | HELD IN TRUST   |
| COMMON STOCK                    | 03/07/2011                           |  | S <sup>(3)</sup>               | 130,000 D \$ 18.39  | 1,649,184  | I  | HELD IN PARTNERSHIP                                   |

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COMMON STOCK 03/08/2011 S<sup>(4)</sup> 70,000 D \$ 1,579,184 18.36 <sup>(5)</sup> I HELD IN PARTNERSHIP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SANCHEZ ANTONIO R JR<br>P.O. BOX 2986<br>LAREDO, TX 78044 | X             | X         |         |       |

## Signatures

/S/ANTONIO R. SANCHEZ JR. 03/08/2011

\*\*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).
- On March 4, 2011, a total of 225,000 shares were distributed pro-rata from SANTIG, Ltd. to its limited partners. Of these shares, 84,850 (1) shares were distributed to four trusts for which the reporting person is the sole trustee, 77,511 shares were distributed to the reporting person directly and 62,639 shares were distributed to other limited partners.
- (2) On March 4, 2011, immediately following the pro-rata distribution described in footnote 1 above, in a private transaction, the reporting person transferred the 77,511 shares, and four trusts for which the reporting person is the sole trustee sold the 84,850 shares, each as

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described in footnote 1 above, to a fifth trust for which the reporting person is the sole trustee and to a foundation, in satisfaction of certain debt owed to the fifth trust and the foundation by the reporting person and the four trusts. In the transfer, the fifth trust received 121,771 shares and the foundation received 40,590 shares.

- (3) This transaction was executed in multiple trades at prices ranging from \$18.16 to \$18.42. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (4) This transaction was executed in multiple trades at prices ranging from \$18.04 to \$18.70. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (5) The reporting person disclaims beneficial ownership of the reported securities except to the extent of pecuniary interests therein, if any.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.