

GOLD BANC CORP INC
 Form 4
 January 21, 2005

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 *
ZEMEL PHILIP J

(Last) (First) (Middle)
 12409 OVERBROOK DR
 (Street)

LEAWOOD, KS 66209

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GOLD BANC CORP INC [GLDB]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/19/2005

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)
 Senior Vice President

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock ⁽¹⁾	01/19/2005		A	3,000 A <u>1</u>	9,000	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)

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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. 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)	Amount or Number of Shares
Restricted stock units	(2)	01/19/2005		A	2,000	(3) 01/19/2008	Common Stock	2,000
Restricted stock units	(2)					(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	Relationships
ZEMEL PHILIP J 12409 OVERBROOK DR LEAWOOD, KS 66209	Director 10% Owner Officer 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.
- (1) The price is 1 for 1.
- (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.

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