

GREAT SOUTHERN BANCORP INC

Form 8-K

January 05, 2006

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)

December 31, 2005

GREAT SOUTHERN BANCORP, INC.

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(Exact name of Registrant as specified in its Charter)

Maryland

0-18082

43-1524856

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(State or other  
jurisdiction of  
incorporation)

(Commission File No.)

(IRS Employer  
Identification  
Number)

1451 East Battlefield, Springfield, Missouri

65804

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (417) 887-4400

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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:

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 1.01 Entry Into a Material Definitive Agreement

On December 31, 2005, the Board of Directors of Great Southern Bancorp, Inc. (the "Company") approved the accelerated vesting of certain outstanding out-of-the-money unvested options ("Options") to purchase shares of the Company's common stock held by the Company's officers and employees. Options to purchase 183,935 shares which would otherwise have vested from time to time over the next five years became immediately exercisable as a result of this action. The accelerated Options include 48,257 Options held by executive officers named in the compensation tables in the Company's last annual meeting proxy statement and 135,678 Options held by other officers and employees. The accelerated Options have a weighted average exercise price of \$31.49. The closing market price on December 30, 2005 was \$27.61. The Company also placed a restriction on the sale or other transfer of shares (including pledging the shares as collateral) acquired through the exercise of the accelerated Options prior to the original vesting date. The decision to accelerate the vesting of these Options was made primarily to reduce non-cash compensation expense that would otherwise have been recorded in the Company's income statement in future periods upon the adoption of Financial Accounting Standards Board Statement No. 123R (Share-Based Payment) ("FAS 123R") effective January 1, 2006. The Company estimates that, with the acceleration of these Options, the compensation expense, net of taxes, that will be recognized in its income statement for 2006, 2007, 2008,

2009 and 2010 will be reduced by approximately \$267,000, 267,000, 267,000, \$238,000 and \$103,000, respectively. Because the Company currently accounts for its stock options in accordance with Accounting Principles Board Opinion No. 25 (Accounting for Stock Issued to Employees), it will instead report compensation expense related to the accelerated Options for disclosure purposes only in the notes to its 2005 financial statements in accordance with Financial Accounting Standards Board Statement No. 123 (Accounting for Stock-Based Compensation). The accelerated Options represent approximately 41% of the unvested Company options, and 27% of the total of all outstanding Company options. "Safe Harbor" statement under the Private Securities Litigation Reform Act of 1995:

This Current Report on Form 8-K contains forward looking statements, including those regarding the Company's expectations as to the impact of the accelerated vesting of Options on its financial results in future periods. These forward looking statements are subject to risks and uncertainties, including, without limitation, the possibility that FAS 123R could be revised or interpreted in a manner that would materially affect the Company's current assessment of the effects of the adoption of FAS 123R on the acceleration of the vesting of Options, other possible changes in accounting rules and guidelines, as well as other risks detailed in the Company's other filings with the Securities and Exchange Commission.

**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.

**GREAT SOUTHERN BANCORP, INC.**

Date: January 5, 2006

By: /s/ Joseph W. Turner

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Joseph W. Turner, President,  
Chief Executive Officer and Director

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