

# BANK ONE CORP /OH/

## FORM DEF 14A (Proxy Statement (definitive))

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Fiscal Year	12/31

**[BANK ONE LOGO]**

March 7, 1996  
Dear Shareholders:

It is my pleasure to invite you to the Annual Meeting of BANC ONE CORPORATION Shareholders. This year the meeting will be held on Tuesday, April 16, 1996 at 9:00 a.m. at the Hyatt Regency Columbus at the Greater Columbus Convention Center, 350 North High Street, Union Room, Columbus, Ohio. A map showing the location of the meeting has been provided on the back cover of the attached Proxy Statement. Your Board of Directors and Management look forward to greeting those shareholders able to attend.

For the reasons set forth in the Proxy Statement, your Board of Directors unanimously recommends a vote FOR Item 1, the election of directors, as set forth on the enclosed Proxy Card. This matter is more fully described in the accompanying Notice of Meeting and Proxy Statement.

It is important that your shares be represented at the meeting whether or not you are able to attend personally. Accordingly, I urge you to sign and date the enclosed Proxy Card and return it in the enclosed envelope as promptly as possible.

Thank you for your interest and participation in the affairs of BANC ONE.

Sincerely,

*/s/ John B. McCoy*

*John B. McCoy*  
CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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[BANK ONE LOGO]

**BANC ONE CORPORATION**

**NOTICE OF 1996 ANNUAL MEETING OF SHAREHOLDERS**

Columbus, Ohio  
March 7, 1996

**To the Shareholders of BANC ONE CORPORATION:**

Notice is hereby given that the Annual Meeting of Shareholders of BANC ONE CORPORATION will be held at the Hyatt Regency Columbus at the Greater Columbus Convention Center, 350 North High Street, Union Room, Columbus, Ohio, on Tuesday, April 16, 1996, at 9:00 a.m., Columbus time, for the purpose of considering and voting upon the following matters, all as set forth in the accompanying Proxy Statement.

**ELECTION OF DIRECTORS**--Election of a Board of Directors to hold office until the next Annual Meeting of Shareholders.

**OTHER BUSINESS**--Transaction of such other business as may properly come before the meeting.

The close of business on February 26, 1996 has been fixed as the date of record for those shareholders entitled to vote at the Annual Meeting. The stock transfer books of BANC ONE CORPORATION will not be closed.

**By Order of the Board of Directors:**

*/s/ Roman J. Gerber*

*Roman J. Gerber*  
*EXECUTIVE VICE PRESIDENT AND SECRETARY*

**YOU ARE REQUESTED TO EXECUTE, DATE AND RETURN THE ENCLOSED PROXY IN THE ENCLOSED POST-PAID ENVELOPE. PROMPT RESPONSE IS HELPFUL AND YOUR COOPERATION WILL BE APPRECIATED.**

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**BANC ONE CORPORATION**

100 East Broad Street  
Columbus, Ohio 43271

**PROXY STATEMENT  
GENERAL INFORMATION**

BANC ONE CORPORATION, hereinafter referred to as "BANC ONE," is furnishing this Proxy Statement to its shareholders in connection with the solicitation of proxies for use in voting at the Annual Meeting of Shareholders on Tuesday, April 16, 1996. The enclosed proxy is solicited by the Board of Directors of BANC ONE. This Proxy Statement is being mailed on or about March 7, 1996.

The close of business on February 26, 1996, has been fixed as the date of record for those shareholders entitled to vote at the Annual Meeting. The stock transfer books of BANC ONE will not be closed. As of February 15, 1996, BANC ONE had outstanding and entitled to vote 395,812,357 shares of Common Stock without par value ("Common Stock"), each of which is entitled to one vote. The 4,940,261 outstanding shares of Class C Preferred Stock ("Preferred Stock"), BANC ONE's only issue of preferred stock, are not entitled to vote at the Annual Meeting.

Any shareholder giving the enclosed proxy has the power to revoke it at any time before it is voted if notice of revocation is given to BANC ONE in writing or at the Annual Meeting. The shares represented by the enclosed proxy will be voted as specified by the shareholders. If no choice is specified, the proxy will be voted for the election as Directors of the nominees named herein as hereinafter described.

The presence of a majority of the outstanding shares of BANC ONE Common Stock in person or by proxy is necessary to constitute a quorum of shareholders for all matters to be considered at the Annual Meeting. A plurality of the votes cast at the meeting is required to elect directors.

Votes, whether in person or by proxy, will be counted and tabulated by judges of election appointed by the Board of Directors of BANC ONE. With respect to all matters to be considered, abstentions and broker non-votes will not be counted as votes either "for" or "against" any matters coming before the Annual Meeting.

The solicitation of proxies will be made by mail except for any incidental solicitation on the part of Directors and Officers of BANC ONE and of its affiliates by personal interviews, by telephone or by telegraph. BANC ONE will bear the cost of the solicitation of proxies and it may reimburse brokers and others for their expenses in forwarding solicitation material to beneficial owners of BANC ONE stock. BANC ONE has retained D. F. King & Co., Inc. to assist in such solicitation for a fee of \$8,500 plus expenses.

**ELECTION OF DIRECTORS**

The number of Directors to be elected at the Annual Meeting has been fixed by the Board of Directors at thirteen. Each Director will hold office until the 1997 Annual Meeting of Shareholders or until a successor is elected and qualified. Except as otherwise specified in the proxy, the shares represented by the enclosed proxy will be voted for the election as Directors of the thirteen nominees named below. If a nominee should become unavailable to serve, which is not anticipated, proxies will be voted for election of such person, if any, as shall be designated by the Board of Directors.

Each of the nominees for election as Director is currently a Director of BANC ONE. Each of BANC ONE's present Directors was elected by the shareholders at the 1995 Annual Meeting, except for John W. Kessler, who was elected by the Board on October 17, 1995. The information which follows includes, as to each such nominee, the nominee's age, the year in which service was commenced as a Director of BANC ONE, the

nominee's current positions and offices held with BANC ONE, if applicable, the nominee's business experience during the past five years, and certain other information, together with the nominee's beneficial ownership of BANC ONE Common Stock as of January 1, 1996.(1)(2)

[PHOTO] CHARLES E. EXLEY, JR., 66, DIRECTOR SINCE 1992. 8,500 SHARES(3)  
Corporate Director. Chairman and Chief Executive Officer, NCR Corporation (manufacturing and sales of computers and related products), January 1988 to September 1991; prior thereto, President of NCR Corporation. Mr. Exley is a director of Merck & Co., Inc.

[PHOTO] E. GORDON GEE, 52, DIRECTOR SINCE 1990. 11,313 SHARES(3)  
President, The Ohio State University, September 1990 to present; prior thereto, President of the University of Colorado (1985-90) and of the University of West Virginia (1981-85). Dr. Gee serves as a director of ASARCO, Inc., Intimate Brands, Inc., The Limited, Inc. and Glimcher Realty Trust.

[PHOTO] JOHN R. HALL, 63, DIRECTOR SINCE 1987. 33,181 SHARES(3)  
Chairman and Chief Executive Officer, Ashland, Inc. (oil refiner, manufacturer and distributor of chemicals). Mr. Hall serves as a director of Reynolds Metals Company, Humana Inc., CSX Corporation and UCAR International, Inc.

[PHOTO] LABAN P. JACKSON, JR., 53, DIRECTOR SINCE 1993. 14,458 SHARES(3)  
Chairman and Chief Executive Officer, Clear Creek Properties, Inc. (real estate development), January 1989 to present; prior thereto, Chairman and Chief Executive Officer, International Spike, Inc.

[PHOTO] JOHN W. KESSLER, 60, DIRECTOR SINCE 1995 15,141 SHARES(4)  
Chairman, The New Albany Company (real estate development), 1988 to present, Chairman, Marsh & McLennan Real Estate Advisors, Inc. (real estate development), 1980 to present and Chairman, John W. Kessler Company (real estate development), 1975 to present. Mr. Kessler served as a director of BANC ONE from 1986 to 1992.

[PHOTO] RICHARD J. LEHMANN, 51, DIRECTOR SINCE 1995. 157,984 SHARES(5)  
 President, BANC ONE, April 1995 to present, and Chief Operating Officer,  
 BANC ONE, January 1996 to present; Chairman and Chief Executive Officer,  
 Banc One Arizona Corporation (formerly, Valley National Corporation) and  
 Bank One, Arizona, N.A. (formerly Valley National Bank), January 1991 to  
 April 1995.

[PHOTO] JOHN B. MCCOY, 52, CHAIRMAN, DIRECTOR SINCE 1983 535,174 SHARES(6)  
 Chairman, BANC ONE, January 1987 to present; President, BANC ONE, January  
 1983 to January 1987. Mr. McCoy serves as a director of Cardinal Health,  
 Inc., Ameritech Corporation, Federal Home Loan Mortgage Corporation and  
 Tenneco, Inc.

[PHOTO] JOHN G. MCCOY, 83, DIRECTOR SINCE 1967 498,612 SHARES  
 Chairman, BANC ONE Executive Committee, May 1984 to present; prior thereto,  
 Chairman and Chief Executive Officer of BANC ONE. Mr. McCoy was a founder of  
 BANC ONE.(7)

[PHOTO] RICHARD L. SCOTT, 43, DIRECTOR SINCE 1994 8,000 SHARES(3)  
 President, Chief Executive Officer and Director, Columbia/HCA Healthcare  
 Corporation (healthcare provider), September 1993 to present; Chairman and  
 Chief Executive Officer, Columbia/HCA Healthcare Corporation, 1987 to  
 September 1993.

[PHOTO] THEKLA R. SHACKELFORD, 61, DIRECTOR SINCE 1993 159,430 SHARES(3)  
 Education consultant. Ms. Shackelford founded School Selection Consulting,  
 an admissions service for independent secondary schools and colleges, in  
 1978. Ms. Shackelford serves as a director of Wendy's International, Inc.  
 and Fiserv Inc.

[PHOTO] ALEX SHUMATE, 45, DIRECTOR SINCE 1993 5,460 SHARES(3)  
 Office Managing Partner, Squire, Sanders & Dempsey (attorneys-at-law),  
 Columbus, Ohio since 1991. Mr. Shumate, who joined Squire, Sanders & Dempsey  
 in 1988, served as Chief Counsel and Deputy Chief of Staff to the Governor  
 of Ohio from 1985 to 1988. Mr. Shumate serves as a director of Intimate  
 Brands, Inc.

[PHOTO]                      FREDERICK P. STRATTON, JR., 56, DIRECTOR SINCE 1988                      31,128 SHARES(3)  
Chairman and Chief Executive Officer, Briggs & Stratton Corporation  
(manufacturer of small gasoline engines), November 1986 to present; prior  
thereto, President & Chief Executive Officer of Briggs & Stratton. Mr.  
Stratton serves as a Director of Midwest Express Holdings, Inc., Weyco  
Group, Inc., Wisconsin Electric Power Company and Wisconsin Energy  
Corporation.

[PHOTO]                      ROBERT D. WALTER, 50, DIRECTOR SINCE 1987                      81,547 SHARES(3)  
Chairman and Chief Executive Officer, Cardinal Health, Inc. (wholesale  
distributor of drug & related health products). Mr. Walter is a director of  
Columbia/HCA Healthcare Corporation and Westinghouse Electric Corporation.

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(1) Unless otherwise indicated, the nominee has had the same principal occupation for the past five years. Only directorships in companies with a class of equity securities registered pursuant to the Securities Exchange Act of 1934, or otherwise subject to its periodic reporting requirements, are listed.

(2) Included in the shares set forth in the table above are shares owned by the nominee, the nominee's spouse, minor children, and certain other family members, and shares over which they have full voting control and power of disposition, except as otherwise indicated. Share amounts are reported and percentages of share ownership are calculated based upon the shares of BANC ONE Common Stock outstanding as of January 1, 1996 and, accordingly, do not reflect shares to be issued March 6, 1996 as a result of the 10% stock dividend declared by the Board of Directors on January 23, 1996 to shareholders of record as of the close of business on February 21, 1996. The percentage of shares of BANC ONE Common Stock beneficially owned by each person is less than 1%. No shares of BANC ONE Preferred Stock are beneficially owned by any nominee.

(3) Share amount shown excludes options on 1,951 shares of BANC ONE Common Stock granted in 1995 to directors who are not employees of BANC ONE or one of its affiliates pursuant to the 1995 Stock Incentive Plan, which options were not exercisable on or within 60 days of January 1, 1996. Share amounts shown include exercisable options on shares of BANC ONE Common Stock granted to directors who are not employees of BANC ONE or one of its affiliates pursuant to the 1989 Stock Incentive Plan. The number of shares so-included total 6,500 shares for each of Ms. Shackelford and Messrs. Exley and Jackson; 9,801 shares for Dr. Gee; 11,768 shares for each of Messrs. Hall, Stratton and Walter; 3,000 shares for Mr. Scott; and 4,300 shares for Mr. Shumate.

(4) Share amount shown excludes option on 2,631 shares of BANC ONE Common Stock granted to Mr. Kessler in 1995 as a new director pursuant to the 1995 Stock Incentive Plan, which option was not exercisable on or within 60 days of January 1, 1996.

(5) Share amount shown excludes options to purchase 65,450 shares of BANC ONE Common Stock, which options were not exercisable on or within 60 days of January 1, 1996. Share amount shown includes 20,634 shares of BANC ONE Common Stock awarded to Mr. Lehmann which may be voted by him but which, during a restricted period, may not be transferred and are subject to forfeiture in the event of employment termination.

(6) Share amount shown excludes options to purchase 500,309 shares of BANC ONE Common Stock, which options were not exercisable on or within 60 days of January 1, 1996. Share amount shown includes

(a) 106,837 shares of BANC ONE Common Stock awarded to Mr. McCoy which may be voted by him but which, during a restricted period, may not be transferred and are subject to forfeiture in the event of employment termination, and (b) exercisable options on 88,562 shares of BANC ONE Common Stock.

(7) John G. McCoy is John B. McCoy's father.

## **COMMITTEES**

BANC ONE has three standing committees of the Board of Directors. The Personnel and Compensation Committee, which currently consists of John R. Hall (committee chairman), E. Gordon Gee, Richard L. Scott, Thekla R. Shackelford and Alex Shumate, held four meetings during 1995. In addition to reporting to the Board on the selection of BANC ONE's principal officers, including its chairman, president and other executive officers, and the fixing of their salaries, this Committee determines the amount of bonus paid to principal officers of BANC ONE and its affiliates, approves the salaries and bonus received by the principal officers of BANC ONE affiliates, administers certain BANC ONE employee benefit plans and serves as the Board of Directors' nominating committee. The Personnel and Compensation Committee, which recommends to the Board of Directors nominees for election or re-election as directors at the annual meeting of shareholders, will consider nominees recommended by shareholders as set forth hereinafter under "Annual Meeting Advance Notice Requirements."

The Audit Committee, which currently consists of Robert D. Walter (committee chairman), Charles E. Exley, Jr., Laban P. Jackson, Jr. and Frederick P. Stratton, Jr. held four meetings during 1995. The Audit Committee meets with BANC ONE's independent public accountants and internal auditors, reviews the scope and results of their audits, reviews management responses to audit reports and inquires into various matters such as adequacy of internal controls and security, application of new regulatory policies and accounting rules and other issues that may from time to time be of concern to the Audit Committee or its members.

The Executive Committee, which currently consists of John G. McCoy (committee chairman), John R. Hall, John B. McCoy and Robert D. Walter, held one meeting in 1995. The Executive Committee is empowered, between Board meetings, to exercise all the powers of the Board in the management of BANC ONE.

During 1995, there were four meetings of BANC ONE's Board of Directors. All Directors attended at least 75% of the total number of meetings of the Board and committees on which they served.

## **DIRECTORS FEES AND COMPENSATION**

Directors who are not officers of BANC ONE or one of its affiliates receive \$2,500 as a monthly retainer, \$2,000 for each Board meeting attended and \$1,400 for each Board committee meeting attended. Committee chairmen receive an additional \$1,000 for each committee meeting chaired.

BANC ONE has established a voluntary deferred compensation plan for non-employee Directors. Under that plan, a non-employee Director may elect, on or before December 31 of any year (or, in the case of a new Director, before such Director's term begins), to defer payment of all retainer, meeting and committee fees earned during the calendar year following such election and, unless such election is subsequently terminated, all succeeding calendar years. Fees deferred at the election of a Director are credited to an account established by BANC ONE in the Director's name and invested, at the Director's election, in the interest program and/or the BANC ONE stock program. Amounts invested in the interest program accrue interest at the average interest rate paid on money market deposit accounts or equivalent deposit accounts by Bank One, Columbus, N.A. Amounts invested in the BANC ONE stock program are invested in BANC ONE Common Stock and cash or cash equivalent securities, and cash dividends paid on shares in the BANC ONE stock program are reinvested in additional BANC ONE Common Stock. With certain limited exceptions, deferred amounts are paid in cash in a lump sum payment or in approximately equal annual installments over a five or ten-year period at the election of the Director, commencing 30 days after the first business day of the calendar year following the date the plan administrator is notified that the Director has ceased to be a Director. No shares of BANC ONE Common Stock are distributed to Directors under the plan. At the present time eight current non-employee Directors participate in the deferred compensation plan.

The 1995 Stock Incentive Plan (the "1995 Plan") provides for the automatic grant of nonqualified stock options ("Director Stock Options") to each Director who is not an employee of BANC ONE or one of its affiliates ("Eligible Directors") upon the terms and conditions set forth in the 1995 Plan (including the condition that each Director Stock Option has an option price that is equal to the fair market value of BANC ONE Common Stock on the date of grant). Commencing immediately after the adjournment of the BANC ONE annual meeting each year, each Eligible Director who was an Eligible Director immediately preceding such annual meeting and who has been elected as a director at such annual meeting is automatically granted Director Stock Options for that number of shares of BANC ONE Common Stock having a fair market value of \$60,000 on the date of grant if, but only if, the return on common equity of BANC ONE as set forth in BANC ONE's annual report to shareholders for the immediately preceding fiscal year is equal to or greater than 10%. In 1995, each of BANC ONE's re-elected non-employee Directors received an option to purchase 1,951 shares of BANC ONE Common Stock at an exercise price of \$30.75 per share. The 1995 Plan further provides that each person who is first elected or appointed to serve as a Director and who is an Eligible Director is, upon such person's initial appointment or election as an Eligible Director, automatically granted Director Stock Options for that number of shares of BANC ONE Common Stock having a fair market value of \$100,000 on the date of grant. Upon his election to the Board in October 1995, Mr. Kessler received an option to purchase 2,631 shares of BANC ONE Common Stock at an exercise price of \$38.00 per share.

### **COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

BANC ONE's Personnel and Compensation Committee (the "Committee"), which has responsibility for reviewing all aspects of the compensation program for key executive officers of BANC ONE, is comprised of Ms. Shackelford and Messrs. Gee, Hall, Scott and Shumate, none of whom is now or in the past was an officer of BANC ONE or any of its subsidiaries.

Certain members of the Committee and their associates are at present, as in the past, customers of the banks affiliated with BANC ONE and have lending transactions with such banks in the ordinary course of business. Additional lending transactions may be expected to take place with banks affiliated with BANC ONE in the ordinary course of business. Such lending transactions have been and will continue to be on substantially the same terms, including interest rates and collateral on loans, as those prevailing at the time for comparable lending transactions with other persons. Such lending transactions did not, and will not, involve more than normal risk of collectibility or present other unfavorable features.

Alex Shumate, a director of BANC ONE, is Managing Partner of the Columbus, Ohio office of Squire, Sanders & Dempsey, attorneys. BANC ONE and its subsidiaries retained Squire, Sanders & Dempsey for legal services in 1995 and will utilize the law firm in 1996. Payments paid to Squire, Sanders & Dempsey by BANC ONE and its affiliates in 1995 did not exceed 5% of the law firm's gross revenues for the year and were comparable to payments that would have been paid by BANC ONE and its affiliates to non-affiliated persons for similar services. John B. McCoy serves as Chairman of the Compensation and Personnel Committee of Cardinal Health, Inc., whose Chairman and Chief Executive Officer, Robert D. Walter, is a director of BANC ONE.

### **BOARD COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION**

#### **COMPENSATION COMMITTEE POLICIES**

The Committee's primary objective in the area of compensation is to attract and retain executives with the experience and capabilities of providing outstanding leadership to BANC ONE's employees and excellent returns for BANC ONE's shareholders.

Each year the Committee conducts a thorough review of its executive compensation program. This review includes a comprehensive analysis provided by an independent, recognized compensation and benefits

consulting firm covering the design and competitiveness of the compensation program. BANC ONE's executive compensation program is reviewed and analyzed with respect to the components of compensation and also with respect to aggregate total compensation to ensure its competitiveness against other major U.S. bank holding companies and selected, diversified financial businesses (the "Peer Group").

Each year, the Committee reviews the selection of peer companies used for compensation comparison purposes. The Committee believes that BANC ONE's most direct competitors for executive talent are not necessarily all of the companies that would be included in a peer group established to compare shareholder returns. Thus, the Peer Group used for compensation purposes is not the same as the peer group index set forth and used in the Comparison of Five-Year Cumulative Total Return graph included elsewhere in this Proxy Statement.

The key components of BANC ONE's executive compensation program are base salary, annual incentive opportunity and equity-based compensation. The program is designed to provide competitive compensation as well as opportunities to earn above-average compensation when BANC ONE's performance warrants it.

The program is also designed to recognize meaningful differences in individual performance and contribution to the long-term creation of shareholder value. In each component of executive compensation, as discussed below, the Committee balances the need to provide a compensation opportunity that is competitive with the Peer Group, with its desire to pay for performance in both the short- and long-term, with its goal to promote long-term equity ownership and with the need to comply with complex tax and accounting rules. Each component of executive compensation is discussed below.

### **CORPORATE TAX DEDUCTION FOR EXECUTIVE COMPENSATION**

During 1993, Section 162(m) of the Internal Revenue Code was enacted to limit the corporate deduction for compensation paid to a corporation's five most highly compensated executive officers to \$1 million per year per executive, unless certain requirements are met. The Committee carefully reviewed the impact of this legislation on the cost of BANC ONE's current executive compensation plans and, where appropriate, has brought executive compensation plans into compliance with the requirements of Section 162(m). It is the Committee's policy to maximize the effectiveness, as well as the tax-efficiency, of BANC ONE's executive compensation plans. In that regard, the Committee intends to maintain flexibility to take actions which it deems to be in the best interests of BANC ONE and its shareholders but which may not qualify for tax deductibility under Section 162(m) or other sections of the Code.

### **BASE SALARIES**

Base salaries for executive officers are established at levels considered appropriate in view of the duties and scope of responsibilities of each officer's position. The Committee has established a goal of providing base salaries for executives at approximately the 50th percentile of the Peer Group.

In determining base salaries, the Committee takes into account external pay practices of the Peer Group, individual performance, special assignments or responsibilities, level of responsibility, time in position, prior experience and knowledge. The Committee uses broad discretion when setting base salary levels and considers all of the above criteria. No specific weighting is assigned to these criteria. Mr. McCoy's current base salary of \$995,000, which was set by the Committee in July 1993, was established on the basis of these principles.

### **ANNUAL INCENTIVE OPPORTUNITY**

In 1995, BANC ONE's Chairman and President were eligible to participate in the 1994 Key Executive Management Incentive Compensation Plan, as amended (the "EMIC Plan"), while all other executive officers participated in the Key Management Incentive Compensation Plan ("KMIC"). Both the EMIC Plan and KMIC established incentive award opportunities for each participant based on his or her level of responsibility. The Committee has established a goal of targeting annual incentive opportunities to the 75th percentile of the Peer Group, for superior performance.

Under the terms of the EMIC Plan, covering Mr. McCoy and Mr. Lehmann, the Committee established specific performance targets of an increase in earnings from the previous year and a return on assets of not less than 1.15%, and provided for award opportunities based upon achieving these goals as set forth in a matrix established by the Committee. The target award levels for Mr. McCoy and Mr. Lehmann were fixed by the Committee at the beginning of the performance period at 60% and 55%, respectively, of annual base salary. In 1995, BANC ONE substantially exceeded its performance thresholds as to both earnings growth and return on assets. As a result, Mr. McCoy and Mr. Lehmann received awards of \$1,124,000 and \$556,600, respectively.

KMIC awards to all other executive officers are based upon a formula which gives up to 50% consideration to a discretionary evaluation of the individual's contribution and are otherwise based upon pre-established performance objectives for BANC ONE and for each BANC ONE affiliate. These objectives include specific targets for earnings growth, the achievement of which are prerequisites for payment of KMIC awards. In general, target award levels for executive officers under KMIC were set at 50% of annual base salary. Awards under KMIC for 1995 were generally above the target award level.

## **EQUITY-BASED COMPENSATION**

Each year, the Committee reviews competitive data based on BANC ONE's Peer Group to determine the level of equity-based awards to be granted to executive officers and other members of key management. Equity-based awards for executive officers are intended to be at a level somewhat above the median of Peer Group award levels. BANC ONE has included stock options and restricted stock awards as key elements in its total compensation package for many years.

Equity-based compensation provides a long-term link between the results achieved for shareholders and the rewards provided to key executive officers. In 1995, shareholders approved the 1995 Stock Incentive Plan (the "1995 Plan") which provides for the grant of several types of equity-based awards, including stock options and restricted stock awards. Although the 1995 Plan authorizes the Committee to grant stock appreciation rights, performance shares, performance awards, performance share units, dividend or equivalent rights or performance stock awards, such awards were not granted by the Committee under the 1995 Plan during 1995.

No restricted stock awards were granted to Mr. McCoy in 1995 because the financial objectives set at the beginning of 1994 for a restricted stock award in 1995 were not achieved. With regard to executive officers other than the Chairman, the Committee considered each individual's overall past and expected future contributions to BANC ONE as well as the amount and nature of similar awards granted by the Peer Group. The Committee has broad discretion in granting restricted stock awards and considers all of the above criteria; no specific weighting is assigned to these criteria. Based on these criteria, the Committee made restricted stock awards to other BANC ONE executive officers in 1995.

In 1995, the Committee granted stock options to BANC ONE's key executives based upon a subjective evaluation of each individual's expected future contribution to BANC ONE, with consideration also having been given to the amount and nature of similar awards granted by the Peer Group. Stock options are granted with an exercise price equal to the market price of BANC ONE's Common Stock on the date of grant. During 1995, two stock option grants to Mr. McCoy were made differing only in their vesting schedule. One grant of options to purchase 4,000 shares of BANC ONE Common Stock vests upon the achievement of specific stock prices and the other grant of options to purchase 178,344 shares of BANC ONE Common Stock vests at the end of five years. These option awards will reward Mr. McCoy for achieving stock price appreciation that will benefit all shareholders.

In connection with the grant of stock options in 1995, the Committee awarded dividend equivalent rights to a portion of the options granted to Mr. McCoy, as discussed in the footnote to the Option Grant Table. These were granted under a separate dividend equivalent plan.

## **OTHER COMPENSATION**

In 1994, a "Split Dollar" life insurance plan was introduced covering, among others, the executive officers. Under this plan, which replaced the employee life insurance plan for covered officers, BANC ONE will be reimbursed for its contributions to premium costs from each policy's cash value or death benefit.

## **CONCLUSION**

Through the plans described above, a significant portion of BANC ONE's executive compensation is linked directly to individual and corporate performance and long-term stock price appreciation. The Committee will continue to review all elements of executive compensation to ensure that they continue to meet BANC ONE's business objectives.

## **THE PERSONNEL AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

John R. Hall, Chairman  
E. Gordon Gee  
Richard L. Scott  
Thekla R. Shackelford  
Alex Shumate

## **EXECUTIVE COMPENSATION**

### **SUMMARY ANNUAL COMPENSATION**

The following Summary Compensation Table sets forth the individual compensation paid to BANC ONE's Chief Executive Officer and each of the four other most highly compensated executive officers for services rendered in all capacities during the fiscal years ended December 31, 1993, December 31, 1994 and December 31, 1995.

**SUMMARY COMPENSATION TABLE (1)**

NAME	PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION			LONG-TERM COMPENSATION		
			SALARY (\$)	BONUS (\$)	OTHER ANNUAL COMPENSATION (\$)	AWARDS		PAYOUTS LTIP PAYOUTS
						RESTRICTED STOCK (3) (\$)	STOCK OPTIONS (4) (SHARES)	
John B. McCoy.....	Chairman and CEO, BANC ONE	1995	995,000	1,124,400	275,100(2)	0	182,344	
	Chairman and CEO, BANC ONE	1994	995,000	510,000	148,863(2)	0	179,783	
	Chairman and CEO, BANC ONE	1993	972,500	1,020,000	70,531(2)	708,129	58,336	
Richard J. Lehmann (6)...	President, BANC ONE	1995	578,254	556,600	62,503	399,997	42,194	
	Chairman, Banc One Arizona Corp.	1994	457,000	234,200	86,744(2)	230,007	23,256	
	Chairman, Banc One Arizona Corp.	1993	450,000	337,500	12,665	--	--	
Thomas E. Hoaglin.....	Chairman, Banc One Ohio Corp.	1995	441,000	235,000	27,577	264,996	30,210	
	Chairman, Banc One Ohio Corp.	1994	424,500	231,300	12,891	250,002	26,357	
	Chairman, Banc One Ohio Corp.	1993	406,000	295,000	6,900	181,293	10,505	
Joseph D. Barnette, Jr.....	Chairman, Banc One Indiana Corp.	1995	430,500	250,000	20,370	249,976	27,004	
	Chairman, Banc One Indiana Corp.	1994	414,500	209,800	16,282	235,006	23,256	
	Chairman, Banc One Indiana Corp.	1993	398,000	289,000	13,016	175,063	10,505	
Ronald G. Steinhart (6).....	Chairman, Banc One Texas Corp.	1995	395,000	240,000	11,618	214,989	33,628	
	Chairman, Banc One Texas Corp.	1994	382,500	0	10,388	179,987	13,953	
	Chairman, Banc One Texas Corp.	1993	362,500	135,000	10,556	--	--	

NAME	ALL OTHER COMPENSATION (5) (\$)
John B. McCoy.....	114,385
	114,750
	13,333
Richard J. Lehmann (6)...	17,315
	11,515
Thomas E. Hoaglin.....	10,908
	10,801
	13,333
Joseph D. Barnette, Jr.....	10,486
	10,465
	7,195
Ronald G. Steinhart (6).....	12,518
	12,429
	13,333

(1) Includes amounts earned in fiscal year, whether or not deferred.

(2) Amounts included which exceed 25% of total:

EXECUTIVE		1995
<hr style="border-top: 1px dashed black;"/>		
John B. McCoy.....	Deferred payments under Dividend Equivalent Unit Plan	\$ 146,874
	Personal use of company aircraft as required for security reasons by Board of Directors	
Richard J. Lehmann.....	Net payment and tax gross-up for terminated supplemental excess retirement plan	\$ 62,897
<hr style="border-top: 1px dashed black;"/>		
EXECUTIVE	1994	1993
<hr style="border-top: 1px dashed black;"/>		
John B. McCoy.....	\$ 45,471	
	\$ 63,498	\$ 45,317
Richard J. Lehmann.....	\$ 73,610	

(3) The restrictions on shares of restricted stock expire as to one-third of the shares on each of the fourth, sixth and eighth anniversaries of the award date. Dividends on restricted stock are paid to the grantees. As of December 31, 1995, the total number of shares of restricted stock and the value of said shares (based upon the closing market value of \$37.625 per share on said date) outstanding to each of the persons listed above, are as follows:

John B. McCoy.....	106,837	\$4,019,742
Richard J. Lehmann.....	20,634	\$ 776,354
Thomas E. Hoaglin.....	37,622	\$1,415,528
Joseph D. Barnette, Jr.....	33,371	\$1,255,584
Ronald G. Steinhart.....	12,838	\$ 483,030

(4) Stock option grants include Incentive Stock Options up to the \$100,000 annual limit with the remainder of the grants being Non-Qualified Stock Options. All stock options are granted at the market price of BANC ONE Common Stock on the date of grant.

(5) Includes employer matching contributions to the BANC ONE Security Savings Plan and the BANC ONE Supplemental Executive Security Savings Plan. Also includes, for the years 1994 and 1995, the values of split-dollar life insurance arrangements with BANC ONE in the amount of \$109,385, \$12,315, \$5,908, \$8,686 and \$7,778 for 1995 and \$109,750, \$9,715, \$5,801, \$8,665 and \$7,764 for 1994 for Messrs. McCoy, Lehmann, Hoaglin, Barnette and Steinhart, respectively. The split-dollar life insurance program is structured so that all premium payments are returned to BANC ONE at the later of (i) the executive attaining the age of 65 or (ii) the expiration of 15 policy years. In addition to the executive split-dollar policies, Mr. McCoy is covered by a split-dollar arrangement that insures the lives of Mr. McCoy and his wife.

(6) Mr. Lehmann's and Mr. Steinhart's first year of eligibility for participation in the BANC ONE 1989 Stock Incentive Plan was 1994.

## STOCK INCENTIVE PLANS

The 1995 Plan authorizes the grant of Director Stock Options to BANC ONE Directors and the grant of incentive stock options, nonqualified stock options, stock appreciation rights, restricted shares or units, performance shares or units, Performance Stock Awards (as defined in the 1995 Plan), dividend equivalent rights and other similar stock-based types of grants based in whole or in part by reference to BANC ONE Common Stock to key employees of BANC ONE and its affiliates. The 1995 Plan is administered by the Personnel and Compensation Committee (the "Committee"), the members of which are ineligible to participate in the 1995 Plan except with respect to Director Stock Options. In administering the 1995 Plan, the Committee will determine, among other things, the employees to whom grants of awards are to be made, the type of awards to be made, the grant terms of awards and such other terms and conditions as the Committee deems appropriate. The 1989 Stock Incentive Plan (the "1989 Plan"), which was terminated by the Board of Directors effective April 17, 1995, provided for the grant of similar awards to BANC ONE directors and to key employees of BANC ONE and its affiliates. Outstanding awards under the 1989 Plan remain in effect under the terms of their respective grants.

During 1995, incentive stock options and nonqualified stock options were granted by the Committee on shares of BANC ONE Common Stock pursuant to the 1989 Plan and the 1995 Plan to the individuals named in the Summary Compensation Table, to Executive Officers of BANC ONE and to other employees of BANC ONE and its affiliates. During 1995 the Committee awarded shares of BANC ONE Common Stock as restricted stock awards pursuant to the 1995 Plan to certain individuals named in the Summary Compensation Table, to Executive Officers of BANC ONE and to other employees of BANC ONE and its affiliates. Employees receiving restricted stock awards were issued shares subject to restrictions on disposition during a period determined by the Committee during which the recipient may vote and receive dividends and distributions thereon. Restricted stock awards may be forfeited if the recipient terminates employment with BANC ONE prior to expiration of the restricted period. Recipients may not transfer the shares received during the restrictive period. The restrictions on the shares awarded each individual in 1995 expire as to one-third of the shares in 1999, one-third in 2001, and one-third in 2003. No grants or awards of stock appreciation rights, performance shares or units, Performance Stock Awards or dividend equivalent rights were made under either the 1989 Plan or the 1995 Plan during 1995.

The following tables set forth (i) the number and value of options granted in fiscal year 1995 to the individuals named in the Summary Compensation Table; and (ii) the aggregate option exercises and fiscal year-end values for the individuals named in the Summary Compensation Table for fiscal year 1995.

**OPTION GRANTS IN LAST FISCAL YEAR (1)**

INDIVIDUAL GRANTS (2)

NAME	NUMBER OF SECURITIES UNDERLYING OPTIONS GRANTED		% OF TOTAL OPTIONS GRANTED EMPLOYEES IN 1995 (4)	EXERCISE PRICE (\$/SHARE)	EXPIRATION DATE (5)	GRANT DATE PRESENT VALUE (6) (\$)
	TYPE (3)	NUMBER				
John B. McCoy (7)	ISO	3,375	0.15%	29.625	May 1, 2005	16,200
	NQSO	4,000	0.18%	28.125	January 23, 2015	18,520
	NQSO	174,969	7.70%	29.625	May 1, 2015	790,860
	Total	182,344	8.02%			825,580
Richard J. Lehmann	ISO	3,375	0.15%	29.625	May 1, 2005	16,200
	NQSO	38,819	1.71%	29.625	May 1, 2015	175,462
	Total	42,194	1.86%			191,662
Thomas E. Hoaglin	ISO	3,375	0.15%	29.625	May 1, 2005	16,200
	NQSO	26,835	1.18%	29.625	May 1, 2015	121,294
	Total	30,210	1.33%			137,494
Joseph D. Barnette, Jr.	ISO	3,375	0.15%	29.625	May 1, 2005	16,200
	NQSO	23,629	1.04%	29.625	May 1, 2015	106,803
	Total	27,004	1.19%			123,003
Ronald G. Steinhart	ISO	3,375	0.15%	29.625	May 1, 2005	16,200
	NQSO	10,000	0.44%	28.125	January 23, 2015	46,300
	NQSO	20,253	0.89%	29.625	May 1, 2015	91,544
	Total	33,628	1.48%			154,044

**BLACK-SCHOLES ASSUMPTIONS**

OPTION TYPE	DURATION	VESTING	EXERCISE AT RETIREMENT	REDUCTION FOR TURNOVER	DIVIDENDS	VOLATILITY
ISO	10 years	100% at 5 years	3 months	38.39%	\$ 1.330	22.340%
NQSO (expire on January 23, 2015)	20 years	50% at 4 and 50% at 6 years	36 months	33.58%	\$ 1.330	22.340%
NQSO (expire on May 1, 2015)	20 years	100% at 5 years	36 months	33.98%	\$ 1.330	22.340%

- (1) The exercise of any stock option set forth above is conditional upon the grantee being employed by BANC ONE at the time of exercise.
- (2) All share and dollar amounts have been adjusted, as appropriate, for stock splits and stock dividends paid on BANC ONE Common Stock through December 31, 1995.
- (3) Incentive Stock Options (ISO) or Non-Qualified Stock Options (NQSO).
- (4) Based on 2,273,115 stock options granted to all employees during 1995.
- (5) All stock options, except the two grants which expire on January 23, 2015, become exercisable on the fifth anniversary of the date of grant if the executive is still employed by BANC ONE. The stock option grants which expire on January 23, 2015 become exercisable upon the first to occur of
- (i) nine years and six months from the grant date (if the executive is still employed by BANC ONE),
  - (ii) such time as the market price of BANC ONE Common Stock for 10 consecutive trading days equals or exceeds \$40 for the first 50% of each grant and \$50 for the remaining 50% of each grant or
  - (iii) the executive's retirement after his 65th birthday provided such retirement is at least 6 months and 1 day from the date of grant.
- (6) Grant date present value is determined using the Black-Scholes Model. This is a theoretical value for stock options. The amount realized from a stock option ultimately depends on the market value of BANC ONE Common Stock at a future date.
- (7) Mr. McCoy also received Dividend Equivalent Units (DEUs) in 1995. These units provide the basis for a quarterly cash payment which equals the amount of the per share dividend on BANC ONE Common Stock times the number of units. In 1995 Mr. McCoy received 72,000 DEUs. The dividend on BANC ONE Common Stock for each quarter of 1995 was \$.34 per share.



**AGGREGATE OPTION EXERCISES IN LAST FISCAL YEAR  
AND FISCAL YEAR-END VALUES**

	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED (1) (\$)	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS HELD AT FISCAL YEAR END (#)		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT FISCAL YEAR END (\$)(2)	
			EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
John B. McCoy.....	9,797	136,805	88,562	500,309	1,526,501	3,203,776
Richard J. Lehmann.....	0	0	0	65,450	0	462,553
Thomas E. Hoaglin.....	0	0	22,612	88,186	396,961	584,262
Joseph D. Barnette, Jr....	9,797	147,827	25,157	80,923	432,133	537,842
Ronald G. Steinhart.....	0	0	15,547	47,581	384,936	359,021

(1) Fair market value at exercise minus the exercise price.

(2) Based on the fair market value of BANC ONE Common Stock of \$37.625 on December 31, 1995.

**COMPARISON OF FIVE YEAR CUMULATIVE TOTAL RETURN**

The following graph demonstrates a five year comparison of cumulative total return for BANC ONE, the Standard & Poor's 500 Index ("S&P 500") and an index with respect to the performance of the institutions comprising the Salomon Brothers Inc. 50 composite ("Salomon 50"). (1)  
(2)

	12/90	12/91	12/92	12/93	12/94	12/95
S&P 500	\$ 100	\$ 130.34	\$ 140.25	\$ 154.32	\$ 156.42	\$ 214.99
Salomon 50	\$ 100	\$ 162.72	\$ 213.21	\$ 230.69	\$ 219.77	\$ 347.95
BANC ONE	\$ 100	\$ 194.96	\$ 222.14	\$ 210.23	\$ 156.23	\$ 241.25

(1) The Salomon 50 is comprised of 50 prominent banks, U.S. bank holding companies and similar institutions selected by Salomon Brothers Inc. Shareholders may obtain more information on the Salomon 50 and the composition of the entities comprising the 50 institutions therein represented by contacting Jeffrey Naschek of Salomon Brothers Inc. at (212) 783-7888.

(2) Assumes \$100 invested on December 31, 1990 in each of BANC ONE Common Stock, the S&P 500 and the Salomon 50. Total return assumes dividends are reinvested.

## SAVINGS PLAN

In 1986, BANC ONE adopted the BANC ONE Security Savings Plan (the "401(k) Plan"), a tax deferred savings and profit sharing plan under Section 401(k) of the Internal Revenue Code (the "Code"). Employees who have completed six months or more of continuous employment with BANC ONE or its affiliates and are 20 years of age or older may participate in the 401(k) Plan by directing their employer to make pre-tax salary contributions to the 401(k) Plan for their account up to 12% of the employee's eligible earnings (base salary, commissions and overtime). The employee's pre-tax salary contributions may be invested in the BANC ONE Common Stock Fund, a Bank One, Columbus, N.A. Money Market Deposit Account, The One Group-Registered Trademark- Income Bond Fund, The One Group-Registered Trademark- Equity Index Fund and/or The One Group-Registered Trademark- Large Company Growth Fund. Up to the first 6% of monthly pre-tax contributions are eligible for a 20% basic matching contribution to the BANC ONE Common Stock Fund. In addition, BANC ONE may make a supplemental employer matching contribution based on the percentage increase over the preceding year of BANC ONE's annual earnings per share (as originally reported with adjustments for stock splits and dividends) as follows:

EARNINGS PER SHARE INCREASE OVER PRECEDING YEAR	TOTAL MATCHING CONTRIBUTION (BASIC & SUPPLEMENTAL)
Less than 11%.....	(20% + 0%) = 20%
11%.....	(20% + 15%) = 35%
12%.....	(20% + 20%) = 40%
13%.....	(20% + 25%) = 45%
14%.....	(20% + 30%) = 50%
15%.....	(20% + 35%) = 55%
16%.....	(20% + 40%) = 60%
17%.....	(20% + 45%) = 65%
18%.....	(20% + 50%) = 70%
19%.....	(20% + 55%) = 75%
20% or more.....	(20% + 60%) = 80%

The Committee may from time to time and without the consent of any employee or participant establish different criteria for which supplemental matching contributions may be made. Pursuant to such authority, the Committee in early 1995 established a 1994 earnings per share benchmark of \$2.96 for purposes of the 401(k) Plan. Utilizing this benchmark, it was determined that no supplemental employer matching contribution was payable for 1995 under the 401(k) Plan.

Employer matching contributions vest upon the employee's completion of five years of service with BANC ONE or one of its affiliates. Employer matching contributions for 1995 for the account of the individuals named in the Summary Compensation Table are included in that table under the column "All Other Compensation."

## RETIREMENT BENEFITS

BANC ONE has a Retirement Plan (the "Plan") for its employees. Contributions to the Plan are determined on an actuarial basis for all employees as a group and not individually. The Plan benefits are based upon a percentage of final average compensation which is defined as the average of the highest consecutive five years Eligible Compensation (as described below) out of the last ten full Plan years multiplied by the employee's years of credited service, to a maximum of 35 years. The Eligible Compensation for each employee under the Plan equals the base salary, plus 50% of bonuses, overtime, commissions, shift differential and

incentive pay paid to each such person, including executive officers, covered by the Plan. The following table illustrates the approximate maximum benefits of an employee at various levels of Eligible Compensation assuming continuation of the present plan and employment until age 65.

FINAL AVERAGE COMPENSATION (1)	CREDITED YEARS OF SERVICE AT AGE 65 (2)(3)(4)					
	10 YRS.	15 YRS.	20 YRS.	25 YRS.	30 YRS.	35 YRS.
\$ 500,000	\$ 87,800	\$ 131,700	\$ 175,600	\$ 219,500	\$ 263,400	\$ 307,400
600,000	105,700	158,600	211,400	264,300	317,100	370,000
700,000	123,600	185,400	247,200	309,000	370,800	432,700
800,000	141,500	212,300	283,000	353,800	424,500	495,300
1,000,000	177,300	266,000	354,600	443,300	531,900	620,600
1,200,000	213,100	319,700	426,200	532,800	639,300	745,900
1,400,000	248,900	373,400	497,800	622,300	746,700	871,200
1,600,000	284,700	427,100	569,400	711,800	854,100	996,500
1,800,000	320,500	480,800	641,000	801,300	961,500	1,121,800

(1) The current Eligible Compensation that would be used in calculating the final average compensation for Messrs. John B. McCoy, Lehmann, Hoaglin, Barnette and Steinhart is \$1,683,769, \$882,250, \$575,960, \$555,500 and \$529,700, respectively.

(2) As of January 1, 1996, the credited years of service for Messrs. John B. McCoy, Lehmann, Hoaglin, Barnette and Steinhart were approximately 29, 26, 22, 14 and 3 years, respectively. For purposes of the Plan and the BANC ONE Supplemental Employees Retirement Plan (the "SERP"), the credited years of service for Mr. Lehmann include all of his service with BANC ONE and certain previous employers.

(3) In 1995, annual benefits were limited by (i) the Tax Equity and Financial Responsibility Act to a maximum benefit of \$120,000 and (ii) the Tax Reform Act of 1986 with regard to covered compensation to \$150,000. The benefit amount in excess of such limitations will be paid through the SERP.

(4) Benefits set forth in the table are straight life annuity amounts and are not subject to deductions for Social Security or other offset amounts.

BANC ONE and Mr. Lehmann are parties to an agreement relating to Mr. Lehmann's benefits under the Plan and the SERP, the terms of which were originally set forth in an agreement (the "VNB Agreement") between Mr. Lehmann and Valley National Bank of Arizona (now Bank One, Arizona, N.A.). The agreement provides that, consistent with the VNB Agreement, Mr. Lehmann's retirement benefits under the Plan will be the greater benefit as between: (a) the sum of

(i) the frozen accrued benefit under the Retirement Plan for Employees of the Valley National Bank of Arizona plus (ii) the benefit accrued under the Plan, recognizing credited service from and after January 1, 1994, or (b) the benefit accrued under the Plan recognizing credited service for all eligible periods of employment. Mr. Lehmann's benefits under the SERP will, consistent with the VNB Agreement, be calculated using credited service for all eligible periods of employment, less the amount payable under the Plan as calculated in the preceding sentence, and offset by the actual retirement benefits to be received under the retirement plan(s) of Citicorp (Mr. Lehmann's former employer). Under certain circumstances, Mr. Lehmann will, consistent with the VNB Agreement, be entitled to receive the greater of the benefit described in the preceding sentence or the benefit calculated and payable under the Valley National Supplemental Retirement Plan. If Mr. Lehmann's employment is terminated due to death or retirement or is terminated by BANC ONE for any reason other than gross negligence or malfeasance, Mr. Lehmann will be fully vested in the benefits described in the Agreement. The estimated annual benefits payable to Mr. Lehmann pursuant to the agreement upon retirement at normal retirement age is \$282,351, reduced by the annual retirement benefits received by Mr. Lehmann under the Citicorp retirement plan(s).

## CERTAIN REPORTS

Section 16 of the Securities Exchange Act of 1934 requires BANC ONE's directors, executive officers and persons who own more than ten percent of a registered class of BANC ONE's equity securities (currently, to the best of BANC ONE's knowledge, there are no such persons) to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Based solely upon a review of such reports and representations from BANC ONE directors and officers, BANC ONE believes that during 1995 all such reports were filed on a timely basis except that, as a result of a BANC ONE systems omission on which they relied, each of Frederick L. Cullen, John B. McCoy, Donald L. McWhorter, Richard D. Lodge and Ronald G. Steinhart were late in filing one Form 4 to report the grant of stock options and except that, as a result of a coding error on the part of the institutional co-trustee, a Form 3 report timely filed by John W. Kessler was required to be amended to reflect beneficial ownership of BANC ONE Common Stock held in a trust for which Mr. Kessler's spouse serves as co-trustee.

## TRANSACTIONS WITH MANAGEMENT AND OTHERS

Certain Directors and Executive Officers of BANC ONE and their associates are at present, as in the past, customers of the banks affiliated with BANC ONE and have entered into lending transactions with such banks in the ordinary course of business. Additional lending transactions may be expected to take place with banks affiliated with BANC ONE in the ordinary course of business. Such lending transactions have been and will continue to be on substantially the same terms, including interest rates and collateral on loans, as those prevailing at the time for comparable lending transactions with other persons. Such lending transactions did not, and will not, involve more than normal risk of collectibility or present other unfavorable features.

See also "Compensation Committee Interlocks and Insider Participation."

## OWNERSHIP OF SHARES

No person is known to BANC ONE to be the beneficial owner of more than 5% of any class of equity securities of BANC ONE at January 1, 1996, except as follows:

TITLE OF CLASS	NAME AND ADDRESS OF BENEFICIAL OWNER	AMOUNT & NATURE OF BENEFICIAL OWNERSHIP (1)	PERCENT OF CLASS
Common Stock	Bank One Trust Company, N.A. 100 East Broad Street Columbus, Ohio 43271	32,360,186 shares (2)	8.3%
Common Stock	Capital Group Companies, Inc. 333 South Hope Street Los Angeles, CA 90071	28,469,540 shares (3)	7.3%

Set forth below is information as of January 1, 1996 concerning the number of shares of BANC ONE Common Stock(4) owned beneficially by all BANC ONE directors and executive officers (30 individuals) as a

group and by the executive officers of BANC ONE named in the Summary Compensation Table, except with respect to Messrs. John B. McCoy and Lehmann whose share ownership is reported in the information on nominees for election as directors under "Election of Directors":

NAME OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP (1)	PERCENT OF CLASS
All Directors and Executive Officers as a group (30 individuals).....	2,876,193(5)	(6)
Thomas E. Hoaglin.....	114,209(7)	(6)
Joseph D. Barnette, Jr.....	270,338(8)	(6)
Ronald G. Steinhart.....	45,577(9)	(6)

(1) Except as noted below, share amounts are reported and percentages of share ownership are calculated based upon the shares of BANC ONE Common Stock outstanding as of January 1, 1996 and, accordingly, do not reflect shares to be issued March 6, 1996 as a result of the 10% stock dividend declared by the Board of Directors on January 23, 1996 to shareholders of record as of the close of business on February 21, 1996.

(2) Share amount reported as of February 8, 1996. Includes shares held by BANC ONE affiliates which have trust powers and which hold shares in various agency and trust accounts. With respect to those accounts, the BANC ONE affiliates have the sole power to vote approximately 16,384,676 of such shares, shared power to vote approximately 712,541 of such shares, sole power to dispose of approximately 23,465,507 of such shares and shared power to dispose of approximately 5,011,706 of such shares. All of the stock of the BANC ONE affiliates is owned by BANC ONE.

(3) With respect to such shares, the Capital Group Companies, Inc. and its subsidiaries in the aggregate had the sole power to vote 1,148,640 of such shares and had sole disposition power with respect to all 28,469,540 shares.

(4) No shares of BANC ONE Preferred Stock are beneficially owned by any BANC ONE director or executive officer, except for the 600 shares of BANC ONE Preferred Stock owned by one executive officer and constituting less than 1% of all the outstanding shares of BANC ONE Preferred Stock.

(5) Share amount shown excludes options to purchase 1,298,417 shares of BANC ONE Common Stock, which options were not exercisable on or within 60 days of January 1, 1996. Share amount shown includes (a) 407,771 shares of BANC ONE Common Stock which may be voted by the recipients but which, during a restricted period, may not be transferred and are subject to forfeiture in the event of employment termination, and (b) exercisable options on 430,898 shares of BANC ONE Common Stock.

(6) Directors and executive officers of BANC ONE, individually and in the aggregate, beneficially own less than 1% of the outstanding shares of BANC ONE Common Stock.

(7) Share amount shown excludes options to purchase 88,186 shares of BANC ONE Common Stock, which options were not exercisable on or within 60 days of January 1, 1996. Share amount shown includes (a) 37,622 shares of BANC ONE Common Stock which may be voted by him but which, during a restricted period, may not be transferred and are subject to forfeiture in the event of employment termination, and (b) exercisable options on 22,612 shares of BANC ONE Common Stock.

(8) Share amount shown excludes options to purchase 80,923 shares of BANC ONE Common Stock, which options were not exercisable on or within 60 days of January 1, 1996. Share amount shown includes (a) 33,371 shares of BANC ONE Common Stock which may be voted by him but which, during a restricted period, may not be transferred and are subject to forfeiture in the event of employment termination, and (b) exercisable options on 25,157 shares of BANC ONE Common Stock.

(9) Share amount shown excludes options to purchase 47,581 shares of BANC ONE Common Stock, which options were not exercisable on or within 60 days of January 1, 1996. Share amount shown includes (a) 12,838 shares of BANC ONE Common Stock which may be voted by him but which, during a restricted period, may not be transferred and are subject to forfeiture in the event of employment termination, and (b) exercisable options on 15,547 shares of BANC ONE Common Stock.

## INDEPENDENT PUBLIC ACCOUNTANTS

Coopers & Lybrand L.L.P., which has served as independent certified public accountants to BANC ONE since its formation, has been selected by the Board of Directors to serve in that capacity in 1996. A representative of Coopers & Lybrand will be present at the Annual Meeting of Shareholders in order to respond to questions and to make any other statement such representative deems appropriate.

### SHAREHOLDER PROPOSALS FOR 1997 ANNUAL MEETING

In order for shareholder proposals to be considered for presentation at the 1997 Annual Meeting of Shareholders, such proposals must be received by BANC ONE not later than November 6, 1996.

### ANNUAL MEETING ADVANCE NOTICE REQUIREMENTS

BANC ONE's Regulations provide that shareholder nominations for election as directors may be made in compliance with certain advance notice, informational and other applicable requirements. In order to be considered, a shareholder's notice of director nomination must be delivered to or mailed and received by the Secretary of BANC ONE at 100 East Broad Street, Columbus, Ohio 43271 not less than 60 or more than 90 days prior to BANC ONE's Annual Meeting; provided, however, that if the Annual Meeting is called and less than 75 days prior public disclosure of the date of the meeting is given, timely notice by the shareholder must be delivered to or mailed and received by the Secretary of BANC ONE at the above address not later than the close of business on the earlier of the 15th day following the day on which public disclosure of the date of the meeting was made or the 15th day following the date that notice of the meeting was mailed. BANC ONE's Annual Meeting is traditionally held on the third Tuesday of April of each year. A shareholder's notice of director nominations must contain certain information required by the Regulations of BANC ONE. Copies of the Regulations are available upon request made to the Secretary of BANC ONE at the above address. The requirements described above do not supersede the requirements or conditions established by the Securities and Exchange Commission for shareholder proposals to be included in BANC ONE's proxy materials for a meeting of shareholders.

### OTHER BUSINESS

As of the date of the Proxy Statement, the Board of Directors and management are not aware of any other matter which will come before the Annual Meeting of Shareholders. Should any other matter requiring a vote of the shareholders arise, the proxy in the enclosed form confers upon the person or persons entitled to vote the shares represented by such proxy discretionary authority to vote the same with regard to any other matter in accordance with their best judgment in the interest of BANC ONE.

YOU ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING OF SHAREHOLDERS. ALTHOUGH YOU MAY PLAN TO ATTEND THE MEETING, IT IS IMPORTANT THAT YOU EXECUTE, DATE AND RETURN PROMPTLY THE ENCLOSED PROXY IN THE ENCLOSED POST-PAID ENVELOPE. YOU MAY WITHDRAW YOUR PROXY PRIOR TO IT BEING VOTED.

### By Order of the Board of Directors:

*/s/ Roman J. Gerber*

*Roman J. Gerber*  
*EXECUTIVE VICE PRESIDENT AND SECRETARY*

*Columbus, Ohio*  
*March 7, 1996*

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[MAP]

Please be sure to bring your parking ticket from the Columbus Convention Center Garage, North Lot or East Lot for free parking validation at the Welcome Desks on April 16, 1996.

**NOTICE  
ADMISSION TO THE ANNUAL MEETING**

In order to accommodate our shareholders, admission to the Annual Meeting must be limited to shareholders, proxies, press and meeting staff. Two Welcome Desks will be set up to greet meeting attendees. If you hold stock in your own name, please proceed to the RECORD HOLDER Welcome Desk when you arrive. If you hold stock through a bank, broker or otherwise, please proceed to the STREET NAME Welcome Desk and please be prepared to furnish an account statement from your bank or broker, a copy of a proxy card mailed to you, or other proof of ownership of BANC ONE Common Stock. Those persons without such proof will be delayed until the meeting staff determines that there is adequate seating for all attendees and may be denied admittance if seating space is judged inadequate.

**PROXY PROXY**

**BANC ONE CORPORATION**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS FOR THE ANNUAL MEETING ON APRIL 16, 1996.**

The undersigned hereby appoints John R. Hall, Frederick P. Stratton, Jr. and Robert D. Walter, and each of them, Proxies, with power of substitution to each, for and in the name of the undersigned to vote, as designated on the reverse side hereof, all the shares of BANC ONE CORPORATION Common Stock held of record by the undersigned as of February 26, 1996 at the Annual Meeting of Shareholders to be held on April 16, 1996 or any adjournment thereof. This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder. If no direction is made, this Proxy will be voted FOR the election as directors of the nominees named in the proxy statement and according to the judgment of the proxies with respect to any other business that may come before the meeting.

The Board of Directors recommends a vote FOR the election as directors of the nominees named in the Proxy Statement.

**PLEASE VOTE, SIGN AND DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.**

(Continued and to be signed on reverse side)

**BANC ONE CORPORATION**

**PLEASE MARK VOTE IN OVAL IN THE FOLLOWING MANNER USING DARK INK ONLY.**

1. Election of Directors --

NOMINEES: Charles E. Exley, Jr., E. Gordon Gee, John R. Hall, Laban P. Jackson, Jr., John W. Kessler, Richard J. Lehmann, John B. McCoy, John G. McCoy, Richard L. Scott, Thekla R. Shackelford, Alex Shumate, Frederick P. Stratton, Jr. and Robert D. Walter	For _____	Withheld _____	For All Except _____
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(Except nominees written above.)

The Undersigned hereby acknowledges receipt of the Notice of Meeting and Proxy Statement, each dated March 7, 1996.

Dated: \_\_\_\_\_, 1996

Signature(s) \_\_\_\_\_

**PLEASE SIGN EXACTLY AS YOUR NAME APPEARS.  
JOINT OWNERS SHOULD EACH SIGN PERSONALLY.  
WHERE APPLICABLE, INDICATE YOUR OFFICIAL  
POSITION OR REPRESENTATION CAPACITY.**

**End of Filing**



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