

KOOKMIN BANK  
Form 6-K  
March 07, 2007  
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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## Form 6-K

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of March 2007

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## Kookmin Bank

(Translation of registrant's name into English)

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9-1, 2-Ga, Namdaemun-Ro, Jung-Gu, Seoul, Korea 100-703

(Address of principal executive office)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

*Note:* Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

*Note:* Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submission to furnish a report or other document that the registration foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's

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securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes \_\_\_\_\_ No  X

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ON MARCH 7, 2007, KOOKMIN BANK FURNISHED A PUBLIC NOTICE REGARDING THE CONVOCAION OF ITS GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2006.

THE AGENDA FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON MARCH 23, 2007 WAS ALSO RELEASED THROUGH THE TWO KOREAN DAILY NEWSPAPERS, AND THE DETAILED CONTENTS OF SUCH AGENDA ARE ALSO CURRENTLY BEING DISTRIBUTED TO SHAREHOLDERS OF KOOKMIN BANK FOR THEIR REFERENCE AS THEY EXERCISE THEIR VOTING RIGHTS.

<u>AGENDUM 1. APPROVAL OF NON-CONSOLIDATED FINANCIAL STATEMENTS (BALANCE SHEET, INCOME STATEMENT AND STATEMENT OF APPROPRIATION OF RETAINED EARNINGS) FOR THE FISCAL YEAR 2006</u>	3
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*Agenda for Annual General Meeting of*

*Shareholders for the Fiscal Year 2006*

***AGENDUM I. APPROVAL OF NON-CONSOLIDATED FINANCIAL STATEMENTS (BALANCE SHEET, INCOME STATEMENT AND STATEMENT OF APPROPRIATION OF RETAINED EARNINGS) FOR THE FISCAL YEAR 2006***

Please find the following Exhibits attached to this document:

**Exhibit Index**

99.1	Non-consolidated Balance Sheet as of December 31, 2006 and 2005
99.2	Non-consolidated Income Statement for the Year Ended December 31, 2006 and 2005
99.3	Non-consolidated Statement of Appropriation of Retained Earnings for the Year Ended December 31, 2006 and 2005

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*AGENDUM 2. APPOINTMENT OF DIRECTORS*

**List of Non-Executive Director Nominees**

Name	Current			Relationship	Transactions
				with the	with the Bank
				largest	during the
(Date of Birth)	Position	Education	Career	shareholder	past 3 years
<b>Jacques P.M. Kemp</b>  (Newly appointed)  (05/15/1949)	CEO of ING Insurance Asia/Pacific	Higher Economic School, Rotterdam	General Manager for ING Bank Brazil	None	None
		International Senior Management Program at Harvard Univ.	Chairman of ING Bank International		
		MBA, Univ. of Chicago	Global Head e-Business for ING Group		
			CEO of ING Insurance Asia/Pacific		

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*AGENDUM 3. APPOINTMENT OF CANDIDATES FOR THE MEMBERS OF THE AUDIT COMMITTEE WHO ARE NON-EXECUTIVE DIRECTORS*

Name	Current Position	Education	Career	Relationship with the largest shareholder	Transactions with the Bank during the past 3 years
<b>Kee Young Chung</b> (Reappointed) (09/07/1948)	Professor, Accounting Keimyung Univ. (C.P.A)	Ph.D. in Accounting, Univ. of Texas, Austin  M.A. in Business, Seoul Nat'l Univ.	Non-executive Director, LG Corporation  President, Korea Accounting Institute	None	None
<b>Dam Cho</b> (Reappointed) (08/01/1952)	Professor, Chonnam Nat'l Univ.	Ph.D. in Finance, Korea Univ.  M.S in Business Administration, Korea Univ.	President, Korean Financial Management Association  Lecturer, Hongik Univ.	None	None
<b>Bo Kyung Byun</b> (Reappointed)	CEO, Kolon I Networks Co., Ltd.	B.A. in Business Administration, Korea Univ.  B.S. in Mechanical Engineering, Seoul Nat'l Univ.	CEO, LG-IBM PC Co., Ltd.	None	None

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(08/09/1953)			Managing Director, IBM Korea		
<b>Baek In Cha</b>	Senior Research Fellow,	Ph.D. in Economics, Univ. of Minnesota	Director of Research, Vice President, KIF	None	None
(Newly appointed)	Korea Institute of Finance				
(07/23/1958)		B.A. in Economics, Seoul Nat'l Univ.	Professor, Economics & Finance, Hong Kong City Univ.		
			Professor, Economics, Univ. of Texas		

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**AGENDUM 4. APPROVAL OF PREVIOUSLY GRANTED STOCK OPTIONS**

On each of February 8, 2007, and October 27 and April 28, 2006, the Board of Directors of Kookmin Bank resolved to grant stock options to senior executive vice presidents, executive vice presidents, heads of regional head offices and the head of research center of the Bank.

Pursuant to Article 13 of the Articles of Incorporation, these resolutions by the Board are subject to the approval at the first General Meeting of Shareholders convoked after the date of grant.

The purpose of these stock option grants is i) to derive better performance by relating performance and compensation in order to elevate shareholder value, and ii) to motivate our management towards meeting internal business targets and conducting responsible management practices. The methods through which we may grant these stock options are provided in more detail below.

**1. List of Grantees, Number of Stock Options and Date of Grant**

Date of Grant	Title	Grantees Name	Number of Shares <sup>1</sup>	Offering Structure	Remarks
February 8, 2007	Senior EVP	Dong Su Yeo	<b>30,000</b>	Granted over 1 year	Index Linked Stock Options
		Hyeog Kwan Kwon	(10,000 each)		
	EVP	Jeung Ho Lee	Kyung Woo Nam	<b>45,000</b>	Granted over 3 years
		Gi Eui Choi		<b>810,000</b>	
		Chung Wook Kim	(30,000 each)		
		Kyung Hak Lee			
		Jae Gon Kim			
		Heung Un Kim			
		Woo Shick Lee			
		Head of Corporate Regional Head Office	Young Hwan Sohn		
		Young Gu Joo			
		Han Ok Kim			
		Yong Shin Kim			

<sup>1</sup> The shares referenced in the table are common shares



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Date of Grant	Grantees Title	Name	Number of Shares <sup>1</sup>	Offering Structure	Remarks
	Head of Consumer Regional Head Office	Kyung Gu Lee Kyun Shin Hwa Jung Kim Tae Sung Hwang Myung Heun You Nam Cheol Shin In Byung Park Kun Soo Kang Kwang Won Jee Youn Dong Kim Chan Bon Park Jong Bum Kim Byong Duk Min Hye Seok Seo Bou Hwan Sim Yong Soo Seok Sang Hun Choi			
	<b>Subtotal: 31 people</b>		<b>885,000</b>		
<b>October 27, 2006</b>	Head of Research Center	Dong Hyun Ji	20,000	Granted over 2 years	Index - Linked Stock Options
<b>April 28, 2006</b>	Head of Consumer Regional Head Office	Young Mo Lee	30,000	Granted over 3 years	
	<b>Subtotal: 2 people</b>		<b>50,000</b>		
	<b>Total: 33 people</b>		<b>935,000</b>		

**2. Method of Exercise**

Kookmin Bank may respond to a grantee's exercise of his or her stock options by choosing one of the following:

- issuing him or her new common shares,
- delivering him or her treasury shares (which will be common shares), or
- giving him or her cash or treasury shares, the value of which is equivalent to the difference between the exercise price and the market price.

**3. Exercise Price**

**Exercise price = ( Base Price ) Won x ( 1 + TRS of the three major competitors x 0.4)**

(1) Rounded up to the nearest 100 Won.

(2) ( Base Price ) Won is the arithmetic mean of the following three numbers: the sum



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of the daily closing price multiplied by the daily trading volume divided by the daily trading volume for the common shares during each of the following periods: (i) two months prior to, but excluding, the grant date; (ii) one month prior to, but excluding, the grant date; and (iii) one week prior to, but excluding, the grant date.

**Base Price**

<b>Date of Grant</b>	<b>( Base Price ) Won</b>
February 8, 2007	77,100
October 27, 2006	76,600
April 28, 2006	81,900

(3) TRS of the three major competitors shall mean (the sum of each of the three major competitor s Total Market Cap at the expected exercise price confirmation date *less* the sum of each of the three major competitor s Total Market Cap at the grant date) divided by the sum of each of the three major competitor s Total Market Cap at the grant date.

Total Market Cap at the expected exercise price confirmation date shall mean the expected exercise price confirmation date closing price multiplied by the number of outstanding shares as of the expected exercise price confirmation date. The expected exercise price confirmation date closing price shall be the arithmetic mean of the following three numbers: the sum of the daily closing price multiplied by the daily trading volume divided by the daily trading volume for the common shares during each of the following periods: (i) two months prior to, but excluding, the expected exercise price confirmation date; (ii) one month prior to, but excluding, the expected exercise price confirmation date; and (iii) one week prior to, but excluding, the expected exercise price confirmation date.

Total Market Cap at the grant date shall mean the grant date closing price multiplied by the number of outstanding shares as of the grant date. The grant date closing price shall be the arithmetic mean of the following three numbers: the sum of the daily closing price multiplied by the daily trading volume divided by the daily trading volume for the common shares during each of the following periods: (i) two months prior to, but excluding, the grant date; (ii) one month prior to, but excluding, the grant date; and (iii) one week prior to, but excluding, the grant date.

(4) Three major competitors shall mean the Shinhan Financial Group, Hana Financial Group and Woori Financial Group.

(5) In the event of (i) a grantee s early retirement, the day before such retirement date or (ii) the expected exercise price confirmation date falling on a holiday, the day before such holiday, each such day shall be deemed the expected exercise price confirmation date.

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(6) If the growth rate of the three major competitors Total Market Cap is negative, the exercise price shall be ( Base Price ) Won.

**4. Exercise Period**

<b>Date of Grant</b>	<b>Exercise Period</b>
February 8, 2007	From February 9, 2010 to February 8, 2015
October 27, 2006	From October 28, 2009 to October 27, 2014
April 28, 2006	From April 29, 2009 to April 28,2014

**5. Adjustment to Exercise Price and Number of Stock Options**

In the event that there is a capital increase, stock dividend, stock split, reverse stock split, merger or consolidation, or a decrease in number of outstanding shares due to capital reduction, redemption of stock using retained earnings or redemption of redeemable stock, and such event requires an adjustment in the exercise price or number of exercisable shares pursuant to these stock option grants, then such adjustment shall be made in accordance with a resolution passed by our board of directors.

**6. Adjustment Following Resignation**

If any grantee resigns or ceases his/her office before completing his/her term but after the conditions for exercising his/her stock options have been satisfied, such grantee may exercise his/her options, adjusted pursuant to the formula below and rounded down to the nearest whole share.

**Formula**

Exercisable number of shares shall mean the number of shares granted by the stock option grant multiplied by the number of days at work after the stock option grant divided by the number of days in the granting period(1 ~ 3 yrs).

**7. Effective Date: Resolution Date of Board of Directors**

<b>Date of Grant</b>	<b>Effective Date</b>
February 8, 2007	February 8, 2007
October 27, 2006	October 27, 2006
April 28, 2006	April 28, 2006

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**AGENDUM 5. GRANT OF STOCK OPTIONS**

On February 8, 2007, the board of directors of Kookmin Bank resolved to present the following stock option grant plan for approval at the general meeting of shareholders scheduled on March 23, 2007.

The purpose of these stock option grants is to derive better performance by relating performance and compensation in order to elevate shareholder value. The methods through which we may grant these stock options are provided in more detail below.

**1. List of Grantees and the Stock Option Details**

Title	Name	Number of Shares <sup>1</sup>	Note
Non-Executive Director	Jacques P. M. Kemp	30,000	Granted over 3 yrs

**Conditional Grant of Stock Option**

		Additional Shares	
Title	Name	to be Granted <sup>2</sup>	Note
Non-Executive Directors	Doo Hwan Song	5,000	
	Chang Kyu Lee	5,000	
	Dam Cho	5,000	Granted over 1 yr
	Nobuya Takasugi	5,000	
	Kee Young Chung	10,000	
	Bo Kyung Byun	10,000	Granted over 2 yrs
	Baek In Cha	10,000	
	Jacques P. M. Kemp	15,000	Granted over 3 yrs

**2. Grant Date: March 23, 2007**

<sup>1</sup> The shares referenced are common shares.

<sup>2</sup> If a non-executive director is appointed as the chairman of our board at a subsequent board meeting after the general meeting of shareholders, such director will be granted additional stock options entitling him or her to receive additional shares equal to the amount set forth opposite his or her name. Such additional amount will be adjusted pursuant to the tenure of non-executive directors. If the present chairman is reappointed, no additional stock options will be granted.

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**3. Exercise Price**

**Exercise price** = (            ) Won x (1 + TRS of the three major competitors x 0.4)

(1) Rounded up to the nearest 100 Won.

(2) (            ) Won is the arithmetic mean of the following three numbers: the sum of the daily closing price multiplied by the daily trading volume divided by the daily trading volume for the common shares during each of the following periods: (i) two months prior to, but excluding, the grant date; (ii) one month prior to, but excluding, the grant date; and (iii) one week prior to, but excluding, the grant date.

(3) TRS of the three major competitors shall mean (the sum of each of the three major competitor s Total Market Cap at the expected exercise price confirmation date *less* the sum of each of the three major competitor s Total Market Cap at the grant date) divided by the sum of each of the three major competitor s Total Market Cap at the grant date.

Total Market Cap at the expected exercise price confirmation date shall mean the expected exercise price confirmation date closing price multiplied by the number of outstanding shares as of the expected exercise price confirmation date. The expected exercise price confirmation date closing price shall be the arithmetic mean of the following three numbers: the sum of the daily closing price multiplied by the daily trading volume divided by the daily trading volume for the common shares during each of the following periods: (i) two months prior to, but excluding, the expected exercise price confirmation date; (ii) one month prior to, but excluding, the expected exercise price confirmation date; and (iii) one week prior to, but excluding, the expected exercise price confirmation date.

Total Market Cap at the grant date shall mean the grant date closing price multiplied by the number of outstanding shares as of the grant date. The grant date closing price shall be the arithmetic mean of the following three numbers: the sum of the daily closing price multiplied by the daily trading volume divided by the daily trading volume for the common shares during each of the following periods: (i) two months prior to, but excluding, the grant date; (ii) one month prior to, but excluding, the grant date; and (iii) one week prior to, but excluding, the grant date.

(4) Three major competitors shall mean the Shinhan Financial Group, Hana Financial Group and Woori Financial Group.

(5) In the event of (i) a grantee s early retirement, the day before such retirement date or (ii) the expected exercise price confirmation date falling on a holiday, the day before such holiday, each such day shall be deemed the expected exercise price confirmation date.

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(6) If the growth rate of the three major competitors Total Market Cap is negative, the exercise price shall be ( ) Won.

**4. Method of Exercise**

Kookmin Bank may respond to a grantee's exercise of his or her stock options by choosing one of the following:

- issuing him or her new common shares,
- delivering him or her treasury shares (which will be common shares), or
- giving him or her cash or treasury shares, the value of which is equivalent to the difference between the exercise price and the market price.

**5. Exercise Period: From March 24, 2010 to March 23, 2015**

**6. Adjustment to Exercise Price and Number of Stock Options**

In the event that there is a capital increase, stock dividend, stock split, reverse stock split, merger or consolidation, or a decrease in number of outstanding shares due to capital reduction, redemption of stock using retained earnings or redemption of redeemable stock, and such event requires an adjustment in the exercise price or number of exercisable shares pursuant to these stock option grants, then such adjustment shall be made in accordance with a resolution passed by our board of directors.

**7. Adjustment Following Resignation**

If any grantee resigns or ceases his/her office before completing his/her term but after the conditions for exercising his/her stock options have been satisfied, such grantee may exercise his/her options, adjusted pursuant to the formula below and rounded down to the nearest whole share.

**Formula**

Exercisable number of shares shall mean the number of shares granted by the stock option grant multiplied by the number of days at work after the stock option grant divided by the number of days in the granting period(1 ~ 3 yrs).

**8. Effective Date: March 23, 2007**

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**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.

Kookmin Bank  
(Registrant)

Date: March 7, 2007

By: /s/ Kap Shin  
(Signature)  
Name: Kap Shin  
Title: CFO / Senior EVP  
Executive Director