

White Alan B
 Form 4
 December 04, 2012

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 *
White Alan B

 (Last) (First) (Middle)
 200 CRESCENT COURT, SUITE 1330

 (Street)
 DALLAS, TX 75201

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Hilltop Holdings Inc. [HTH]
 3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2012
 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)
 See Remarks
 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	11/30/2012		A		337,856	A	(1) 337,856 (2)	D
Common Stock	11/30/2012		A		9,787	A	(3) 9,787 (4)	I By wife
Common Stock	11/30/2012		A		23,806	A	(5) 23,806 (4)	I By Double E Investments
Common Stock	11/30/2012		A		12,883	A	(6) 12,883 (4)	I By EAW White Family Partnership, Ltd.

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Common Stock	11/30/2012		A	8,045	A	(7)	8,045 (4)	I	By Maedgen, White and Maedgen
Common Stock	11/30/2012		A	1,853,958	A	(8)	1,853,958 (4)	I	By Maedgen & White, Ltd.
Common Stock	11/30/2012		A	36,300	A	(9)	36,300 (4)	I	By ESOP

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
White Alan B 200 CRESCENT COURT, SUITE 1330 DALLAS, TX 75201	X		See Remarks	

Signatures

/s/ Alan B. White
12/01/2012

**Signature of Reporting Person
Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Received in exchange for 435,383 shares of PlainsCapital Corporation ("PlainsCapital") original common stock in connection with the merger of PlainsCapital with and into Meadow Corporation, a wholly owned subsidiary of Issuer ("Meadow"), pursuant to which

(1) Meadow continued as the surviving corporation and as a wholly owned subsidiary of Issuer (the "Merger"). As consideration for the Merger, each share of PlainsCapital common stock converted into the right to receive \$9.00 in cash and 0.776 shares of Issuer common stock, which, on the effective date of the Merger, had a closing price of \$14.29 per share.

(2) Includes 94,893 shares held in an individual retirement account for the benefit of the reporting person.

Received in connection with the Merger in exchange for 12,613 shares of PlainsCapital original common stock, including 6,238 shares of

(3) PlainsCapital original common stock allocated to the account of the reporting person's spouse under the Plains Capital Corporation Employee Stock Ownership Plan (the "ESOP").

The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein. The reporting

(4) person states that neither the filing of this statement nor anything herein shall be deemed an admission that the reporting person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of these shares.

(5) Received in connection with the Merger in exchange for 30,678 shares of PlainsCapital original common stock.

(6) Received in connection with the Merger in exchange for 16,602 shares of PlainsCapital original common stock.

(7) Received in connection with the Merger in exchange for 10,368 shares of PlainsCapital original common stock.

(8) Received in connection with the Merger in exchange for 2,389,122 shares of PlainsCapital original common stock.

(9) Received in connection with the Merger in exchange for 46,779 shares of PlainsCapital original common stock allocated to the reporting person's account under the ESOP.

Remarks:

Vice Chairman of Hilltop Holdings Inc.; Chief Executive Officer of PlainsCapital Corporation

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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