

ZEMLYAK JAMES M  
Form 4  
March 12, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ZEMLYAK JAMES M

(Last) (First) (Middle)

ONE FINANCIAL PLAZA, 501 N.  
BROADWAY

(Street)

ST. LOUIS, MO 63102-2102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

STIFEL FINANCIAL CORP [SF]

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

03/08/2013

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)

CHIEF FIN'L & ADMIN OFFCR

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 691,641                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 3,310                                                                                                              | I                                                                    | by Son                                                            |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

# Edgar Filing: ZEMLYAK JAMES M - Form 4

**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. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                                         | Amount or Number of Shares |
| Phantom Stock Units                        | \$ 0                                                   | 03/08/2013                           |                                                    | A                              |                                                                                         | 14,312                                                   |     | (1)                                                           | (2)             | Common Stock                                                  | 14,312                     |
| Phantom Stock Units                        | \$ 0                                                   | 03/08/2013                           |                                                    | A                              |                                                                                         | 3,578                                                    |     | (3)                                                           | (2)             | Common Stock                                                  | 3,578                      |
| Phantom Stock Units                        | \$ 0                                                   | 03/08/2013                           |                                                    | A                              |                                                                                         | 2,862                                                    |     | (4)                                                           | (2)             | Common Stock                                                  | 2,862                      |
| Phantom Stock Units                        | \$ 0                                                   | 03/08/2013                           |                                                    | A                              |                                                                                         | 715                                                      |     | (3)                                                           | (2)             | Common Stock                                                  | 715                        |
| Phantom Stock Units                        | \$ 0                                                   | 03/08/2013                           |                                                    | A                              |                                                                                         | 5,725                                                    |     | (1)                                                           | (2)             | Common Stock                                                  | 5,725                      |
| Phantom Stock Units                        | \$ 0                                                   | 03/08/2013                           |                                                    | A                              |                                                                                         | 42,937                                                   |     | (5)                                                           | (2)             | Common Stock                                                  | 42,937                     |
| Restricted Stock Units                     | \$ 0                                                   |                                      |                                                    |                                |                                                                                         |                                                          |     | (6)                                                           | (2)             | Common Stock                                                  | 9,230                      |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |                           |       |
|---------------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                                       | Director      | 10% Owner | Officer                   | Other |
| ZEMLYAK JAMES M<br>ONE FINANCIAL PLAZA<br>501 N. BROADWAY<br>ST. LOUIS, MO 63102-2102 | X             |           | CHIEF FIN'L & ADMIN OFFCR |       |

## Signatures

JAMES M  
ZEMLYAK

03/12/2013

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).

- (1) Units vest in 20% increments over a five year period.
- (2) No expiration date for these Units.
- (3) Units vest 100% after five years.
- (4) Fully vested.
- (5) Units vest in equal yearly increments over a ten year period. This vesting may be accelerated based on the Company's performance.
- (6) Various exercisable dates.

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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