#### STIFEL FINANCIAL CORP

Form 4

February 19, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ZEMLYAK JAMES M Issuer Symbol STIFEL FINANCIAL CORP [SF] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify ONE FINANCIAL PLAZA, 501 N. 02/19/2008 below) **BROADWAY** CHIEF FIN'L & ADMIN OFFCR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ST. LOUIS, MO 63102-2102 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect Code (D) or

(Instr. 3) Disposed of (D) Beneficially Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common

175,728 D Stock

Common 550 I by Son Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Numbor Deriving Securities Acquired (A) or Disposed (D) (Instr. 3, and 5) | rative<br>es<br>d<br>d of | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                     |
|---|---|--------------------------------------|---|---|--|---------------------------|--|--------------------|---|-------------------------------------|
|   |   |                                      |   | Code V                                  | (A)  | (D)                       | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Phantom<br>Stock<br>Units                           | \$ 0  | 02/19/2008                           |   | A                                       | 4,666  |                           | <u>(1)</u>   | (2)                | Common<br>Stock   | 4,666                               |
| Phantom<br>Stock<br>Units                           | \$ 0  | 02/19/2008                           |   | A                                       | 1,166  |                           | (3)  | (2)                | Common<br>Stock   | 1,166                               |
| Phantom<br>Stock<br>Units                           | \$ 0  | 02/19/2008                           |   | A                                       | 4,666  |                           | <u>(4)</u>   | (2)                | Common<br>Stock   | 4,666                               |
| Phantom<br>Stock<br>Units                           | \$ 0  | 02/19/2008                           |   | A                                       | 1,166  |                           | (3)  | (2)                | Common<br>Stock   | 1,166                               |
| Phantom<br>Stock<br>Units                           | \$ 0  | 02/19/2008                           |   | A                                       | 2,348  |                           | (5)  | (2)                | Common<br>Stock   | 2,348                               |
| Restricted<br>Stock<br>Units                        | \$ 0  |                                      |   |   |  |                           | <u>(6)</u>   | (2)                | Common<br>Stock   | 13,662                              |
| Stock<br>Option<br>(Option to<br>Buy)               | \$ 7.8  |                                      |   |   |  |                           | <u>(7)</u>   | 01/02/2012         | Common<br>Stock   | 26,667                              |
| Stock<br>Option<br>(Option to<br>Buy)               | \$ 8.6925   |                                      |   |   |  |                           | <u>(8)</u>   | 02/10/2013         | Common<br>Stock   | 26,667                              |
| Stock<br>Option<br>(Option to<br>Buy)               | <u>(9)</u>  |                                      |   |   |  |                           | <u>(6)</u>   | (10)               | Common<br>Stock   | 88,000                              |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

ZEMLYAK JAMES M ONE FINANCIAL PLAZA 501 N. BROADWAY ST. LOUIS, MO 63102-2102

CHIEF FIN'L & ADMIN OFFCR

Signatures

Signatures

JAMES M
ZEMLYAK 02/19/2008

\*\*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 33 1/3% increments over a three year period from the date of the grant.
- (2) No expiration date for these Units.
- (3) Units vest 100% three years from the grant date.
- (4) Fully vested.
- (5) Units vest in 20% increments over a five year period.
- (6) Various exercisable dates.
- (7) Options vest in 20% increments on 1/2/03, 1/2/04, 1/2/05, 1/2/06 and 1/2/07.
- (8) Options vest in 20% increments on 2/10/04, 2/10/05, 2/10/06, 2/10/07 and 2/10/08.
- (9) Various exercise prices.
- (10) Various expiration dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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