

STIFEL FINANCIAL CORP

Form 4

February 13, 2008

**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 \*  
OATES JAMES M

(Last) (First) (Middle)

522 LAKESHORE DRIVE

(Street)

ELKINS, NH 03233

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

STIFEL FINANCIAL CORP [SF]

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

02/12/2008

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock                    | 02/12/2008                           |                                                    | M                              | 266 A                                                             | \$ 13.89 64,135                                                                               | D                                                        |                                   |
| Common Stock                    | 02/12/2008                           |                                                    | M                              | 200 A                                                             | \$ 20.22 64,335                                                                               | D                                                        |                                   |
| Common Stock                    | 02/12/2008                           |                                                    | M                              | 266 A                                                             | \$ 8.7 64,601                                                                                 | D                                                        |                                   |
| Common Stock                    | 02/12/2008                           |                                                    | W                              | 255 A                                                             | \$ 0 6,521                                                                                    | I                                                        | by Spouse                         |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        | 8. F<br>Der<br>Sec<br>(Instr. 5) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |                                  |
| Stock<br>Option<br>(Option<br>to Buy)               | \$ 8.7                                                             | 02/12/2008                              |                                                             | M                                    | 266                                                                                                                | <u>(1)</u>                                                     | 01/30/2013         | Common<br>Stock                                                     | 266                                    |                                  |
| Stock<br>Option<br>(Option<br>to Buy)               | \$ 13.89                                                           | 02/12/2008                              |                                                             | M                                    | 266                                                                                                                | <u>(2)</u>                                                     | 02/03/2014         | Common<br>Stock                                                     | 266                                    |                                  |
| Stock<br>Option<br>(Option<br>to Buy)               | \$ 20.22                                                           | 02/12/2008                              |                                                             | M                                    | 200                                                                                                                | <u>(3)</u>                                                     | 01/03/2015         | Common<br>Stock                                                     | 200                                    |                                  |
| Phantom<br>Stock<br>Units                           | \$ 0                                                               |                                         |                                                             |                                      |                                                                                                                    | 01/02/2003                                                     | 01/02/2013         | Common<br>Stock                                                     | 189                                    |                                  |
| Phantom<br>Stock<br>Units                           | \$ 0                                                               |                                         |                                                             |                                      |                                                                                                                    | 01/30/2003                                                     | 01/30/2013         | Common<br>Stock                                                     | 208                                    |                                  |
| Phantom<br>Stock<br>Units                           | \$ 0                                                               |                                         |                                                             |                                      |                                                                                                                    | 02/03/2003                                                     | 02/03/2013         | Common<br>Stock                                                     | 177                                    |                                  |
| Phantom<br>Stock<br>Units                           | \$ 0                                                               |                                         |                                                             |                                      |                                                                                                                    | 03/03/2003                                                     | 03/03/2013         | Common<br>Stock                                                     | 175                                    |                                  |
| Phantom<br>Stock<br>Units                           | \$ 0                                                               |                                         |                                                             |                                      |                                                                                                                    | 04/01/2003                                                     | 04/01/2013         | Common<br>Stock                                                     | 179                                    |                                  |

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|                                       |          |            |            |                 |       |
|---------------------------------------|----------|------------|------------|-----------------|-------|
| Phantom<br>Stock<br>Units             | \$ 0     | 05/01/2003 | 05/01/2013 | Common<br>Stock | 172   |
| Phantom<br>Stock<br>Units             | \$ 0     | 05/12/2003 | 05/12/2013 | Common<br>Stock | 195   |
| Phantom<br>Stock<br>Units             | \$ 0     | 06/01/2013 | 06/01/2013 | Common<br>Stock | 166   |
| Phantom<br>Stock<br>Units             | \$ 0     | 07/01/2003 | 07/01/2013 | Common<br>Stock | 168   |
| Phantom<br>Stock<br>Units             | \$ 0     | 08/01/2003 | 08/01/2013 | Common<br>Stock | 171   |
| Phantom<br>Stock<br>Units             | \$ 0     | 08/06/2003 | 08/06/2013 | Common<br>Stock | 425   |
| Phantom<br>Stock<br>Units             | \$ 0     | 09/01/2003 | 09/01/2013 | Common<br>Stock | 161   |
| Phantom<br>Stock<br>Units             | \$ 0     | 10/01/2003 | 10/01/2013 | Common<br>Stock | 863   |
| Phantom<br>Stock<br>Units             | \$ 0     | 01/01/2004 | 01/01/2014 | Common<br>Stock | 618   |
| Phantom<br>Stock<br>Units             | \$ 0     | <u>(4)</u> | <u>(5)</u> | Common<br>Stock | 7,915 |
| Stock<br>Option<br>(Option<br>to Buy) | \$ 38.25 | <u>(6)</u> | 01/03/2016 | Common<br>Stock | 800   |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |         |       |
|----------------------------------------------------------|---------------|-----------|---------|-------|
|                                                          | Director      | 10% Owner | Officer | Other |
| OATES JAMES M<br>522 LAKESHORE DRIVE<br>ELKINS, NH 03233 | X             |           |         |       |

## Signatures

By: Forrest M. Smith For: James M.  
Oates

02/13/2008

\_\_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) Currently exercisable.
- (2) Options vest in 20% increments yearly from the grant date.
- (3) Options vest in 20 percent increments on 1/3/06, 1/3/07, 1/3/08, 1/3/09 and 1/3/10.
- (4) Units vest quarterly over a one year period.
- (5) No expiration date for these Units.
- (6) Options vest in 20% increments on 1/3/07, 1/3/08, 1/3/09, 1/3/10 and 1/3/11.

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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