

Anderson Julie L
Form 4
March 23, 2009

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 *
Anderson Julie L

2. Issuer Name and Ticker or Trading Symbol
TEXAS CAPITAL BANCSHARES INC/TX [TCBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2000 MCKINNEY AVENUE, SUITE 820
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2000

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Controller

DALLAS, TX 75201

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/28/2005 | | M | 2,900 | A \$ 6.25 | 2,900 | D |
| Common Stock | 10/28/2005 | | S | 100 | D \$ 21.77 | 2,800 | D |
| Common Stock | 10/28/2005 | | S | 2,800 | D \$ 21.79 | 0 | D |
| Common Stock | 11/01/2005 | | M | 5,100 | A \$ 6.25 | 5,100 | D |
| Common Stock | 11/01/2005 | | S | 5,100 | D \$ 21.1 | 0 | D |

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| | | | | | | | |
|--------------|------------|---|-------|-----------------|----------|-------------------|---|
| Common Stock | 01/31/2006 | A | 96 | <u>A</u> (2) | (1) | 96 | D |
| Common Stock | 01/31/2006 | A | 337 | A | (1) | 433 | D |
| Common Stock | 04/24/2006 | A | 2,439 | <u>A</u> (3) | (1) | 2,872 | D |
| Common Stock | 01/31/2007 | F | 13 | D | \$ 0 | 2,859 | D |
| Common Stock | 04/24/2007 | F | 130 | D | \$ 0 | 2,729 | D |
| Common Stock | 06/29/2007 | A | 7,500 | <u>A</u> (4) | (1) | 10,229 | D |
| Common Stock | 01/31/2008 | F | 16 | D | \$ 0 | 10,213 | D |
| Common Stock | 02/22/2008 | F | 397 | D | \$ 0 | 9,816 | D |
| Common Stock | 04/24/2008 | F | 130 | D | \$ 0 | 9,686 | D |
| Common Stock | 05/30/2008 | M | 3,500 | A | \$ 6.25 | 13,186 | D |
| Common Stock | 05/30/2008 | S | 3,500 | D | \$ 18.25 | 9,686 | D |
| Common Stock | 11/03/2008 | A | 5,500 | <u>A</u> (5) | (1) | 18,093 <u>(6)</u> | D |
| Common Stock | 02/09/2009 | M | 3,500 | A | \$ 6.25 | 21,593 | D |
| Common Stock | 02/09/2009 | S | 3,500 | D | \$ 12.22 | 18,093 | D |
| Common Stock | 02/22/2009 | F | 397 | D | \$ 0 | 17,696 | D |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---------------------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---------------------------------------|

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| | Derivative Security | | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|------------------------------|---------------------|------------|---|-----------|----------------------------|-----------------|--------------|
| | | | Code | V (A) (D) | | | |
| Common Stock Purchase Option | \$ 7.25 | 04/16/2002 | A | 5,000 | 04/16/2003 ⁽⁷⁾ | 04/16/2012 | Common Stock |
| Common Stock Purchase Option | \$ 7.25 | 03/18/2003 | A | 10,000 | 03/18/2004 ⁽⁸⁾ | 03/18/2013 | Common Stock |
| Common Stock Purchase Option | \$ 13.95 | 12/16/2003 | A | 8,500 | 12/16/2004 ⁽⁹⁾ | 12/16/2013 | Common Stock |
| Common Stock Purchase Option | \$ 6.25 | 10/28/2005 | M | 100 | 02/16/2000 | 02/16/2009 | Common Stock |
| Common Stock Purchase Option | \$ 6.25 | 10/28/2005 | M | 2,800 | 02/16/2000 | 02/16/2009 | Common Stock |
| Common Stock Purchase Option | \$ 6.25 | 11/01/2005 | M | 5,100 | 02/16/2000 | 02/16/2009 | Common Stock |
| Stock Appreciation Rights | \$ 22.65 | 04/24/2006 | A | 6,826 | 04/24/2007 ⁽¹⁰⁾ | 04/24/2016 | Common Stock |
| Common Stock Purchase Option | \$ 6.25 | 05/30/2008 | M | 3,500 | 02/16/2001 | 02/16/2009 | Common Stock |
| Common Stock Purchase Option | \$ 6.25 | 02/09/2009 | M | 3,500 | 02/16/2001 | 02/16/2009 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|--------------------------------|---------------|

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Director 10% Owner Officer Other

Anderson Julie L
2000 MCKINNEY AVENUE
SUITE 820
DALLAS, TX 75201

Controller

Signatures

/s/ Julie
Anderson 03/23/2009

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) The restricted stock units were granted under the Company's 2005 Long-Term Incentive Plan as part of compensation for employment. Each restricted stock unit represents a contingent right to receive one share of TCBI common stock.
- (2) The restricted stock units vest in two equal annual installments beginning January 31, 2007. Vested shares will be delivered to the reporting person within 2 1/2 months following the close of the calendar year in which the restricted stock units vested.
- (3) The restricted stock units vest in five equal annual installments beginning April 24, 2007. Vested shares will be delivered to the reporting person within 2 1/2 months following the close of the calendar year in which the restricted stock units vested.
- (4) The restricted stock units vest in five equal annual installments beginning February 22, 2008. Vested shares will be delivered to the reporting person within 2 1/2 months following the close of the calendar year in which the restricted stock units vested.
- (5) The restricted stock units vest in four equal annual installments beginning November 3, 2009. Vested shares will be delivered to the reporting person within 2 1/2 months following the close of the calendar year in which the restricted stock units vested.
- (6) Includes 2,907 shares of common stock acquired under the Company's Employee Stock Purchase Plan from December 31, 2000 to December 31, 2008.
- (7) Common Stock Purchase Options vest in five equal, annual installments begining on April 16, 2003.
- (8) Common Stock Purchase Options vest in five equal, annual installments beginning on March 18, 2004.
- (9) Common Stock Purchase Options vest in five equal, annual installments begining on December 16, 2004.
- (10) 2,145 of the stock appreciation rights vest in five equal annual installments beginning April 24, 2007.
- (11) 4,681 of the stock appreciation rights have expired due to certain performance measures of the Company not being met.

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