

ZEMLYAK JAMES M  
Form 4  
December 29, 2017

**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 \*  
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)  
12/27/2017

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |  |
| Common Stock                    | 12/29/2017                           |  | A                              |   | 83,153<br>(1)   | A  | \$ 0 843,494 D                             |
| Common Stock                    | 12/29/2017                           |  | F                              |   | 39,872  | D  | \$ 60.13 803,622 D                         |
| Common Stock                    |                                      |  |                                |   |   |  | 4,602 I by Son                             |

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

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SEC 1474 (9-02)

number.

**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. Pr Deriv Secu (Instr    |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Phantom Stock Units                        | \$ 0   | 12/27/2017                           |  | M                              | 2,737   | (2)  | (3)             | Common Stock  | 2,737                      |
| Phantom Stock Units                        | \$ 0   | 12/27/2017                           |  | M                              | 2,737   | (4)  | (3)             | Common Stock  | 2,737                      |
| Phantom Stock Units                        | \$ 0   | 12/27/2017                           |  | M                              | 2,737   | (5)  | (3)             | Common Stock  | 2,737                      |
| Phantom Stock Units                        | \$ 0   | 12/27/2017                           |  | M                              | 4,301   | (6)  | (3)             | Common Stock  | 4,301                      |
| Phantom Stock Units                        | \$ 0   | 12/27/2017                           |  | M                              | 4,301   | (2)  | (3)             | Common Stock  | 4,301                      |
| Phantom Stock Units                        | \$ 0   | 12/27/2017                           |  | M                              | 4,301   | (4)  | (3)             | Common Stock  | 4,301                      |
| Phantom Stock Units                        | \$ 0   | 12/27/2017                           |  | M                              | 3,845   | (7)  | (3)             | Common Stock  | 3,845                      |
| Phantom Stock Units                        | \$ 0   | 12/27/2017                           |  | M                              | 3,183   | (8)  | (3)             | Common Stock  | 3,183                      |
| Phantom Stock Units                        | \$ 0   | 12/27/2017                           |  | M                              | 2,147   | (8)  | (3)             | Common Stock  | 2,147                      |
| Phantom Stock Units                        | \$ 0   | 12/27/2017                           |  | M                              | 7,055   | (9)  | (3)             | Common Stock  | 7,055                      |

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|                     |      |            |   |        |      |     |              |        |
|---------------------|------|------------|---|--------|------|-----|--------------|--------|
| Phantom Stock Units | \$ 0 | 12/27/2017 | M | 19,787 | (8)  | (3) | Common Stock | 19,787 |
| Phantom Stock Units | \$ 0 | 12/27/2017 | M | 3,398  | (8)  | (3) | Common Stock | 3,398  |
| Phantom Stock Units | \$ 0 | 12/27/2017 | M | 3,415  | (10) | (3) | Common Stock | 3,415  |
| Phantom Stock Units | \$ 0 | 12/27/2017 | M | 3,415  | (4)  | (3) | Common Stock | 3,415  |
| Phantom Stock Units | \$ 0 | 12/27/2017 | M | 3,415  | (5)  | (3) | Common Stock | 3,415  |

## 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 12/29/2017

\*\*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) Shares represent a grant of restricted stock which vest in 20% increments over a five year period from the grant date.
- (2) Currently convertible. Units vest 100% seven years from the original grant date.
- (3) No expiration date for these Units.
- (4) Currently convertible. Units vest 100% eight years from the original grant date.
- (5) Currently convertible. Units vest 100% nine years from the original grant date.
- (6) Currently convertible. Units vest 100% six years from the original grant date.
- (7) Currently convertible. Units vest 100% five years from the original grant date.
- (8) Currently convertible. Units vest in 20% increments over a five year period from original grant date.
- (9) Currently convertible. Units vest in 10% increments over ten years from the original grant date.
- (10) Currently convertible. Units vest 100% ten years from the original grant date.

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