

Fisher Mark P
Form 4
December 29, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fisher Mark P

(Last) (First) (Middle)

ONE MONTGOMERY ST STE
3700

(Street)

SAN FRANCISCO, CA 94104

(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
____X____ Officer (give title _____ Other (specify
below) below)
SENIOR VP & GENERAL COUNSEL

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock	12/27/2017		M	308 ⁽¹⁾ A \$ 0	21,677	D	
Common Stock	12/27/2017		F	174 D \$ 60.13	21,503	D	
Common Stock	12/27/2017		M	349 ⁽²⁾ A \$ 0	21,852	D	
Common Stock	12/27/2017		F	197 D \$ 60.13	21,655	D	
Common Stock	12/27/2017		M	1,967 ⁽¹⁾ A \$ 0	23,622	D	

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Common Stock	12/27/2017	F	1,113	D	\$ 60.13	22,509	D
Common Stock	12/27/2017	M	204 ⁽²⁾	A	\$ 0	22,713	D
Common Stock	12/27/2017	F	115	D	\$ 60.13	22,598	D
Common Stock	12/27/2017	M	5,269 ⁽¹⁾	A	\$ 0	27,867	D
Common Stock	12/27/2017	F	2,982	D	\$ 60.13	24,885	D
Common Stock	12/27/2017	M	7,308 ⁽³⁾	A	\$ 0	32,193	D
Common Stock	12/27/2017	F	4,134	D	\$ 60.13	28,059	D
Common Stock	12/27/2017	M	3,372 ⁽¹⁾	A	\$ 0	31,431	D
Common Stock	12/27/2017	F	1,908	D	\$ 60.13	29,523	D
Common Stock	12/27/2017	M	1,806 ⁽¹⁾	A	\$ 0	31,329	D
Common Stock	12/27/2017	F	1,023	D	\$ 60.13	30,306	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 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. Price or Derivative Security (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	\$ 0	12/27/2017		M		308		(4)	(5)		308	\$

Phantom Stock Units								Common Stock		
Phantom Stock Units	\$ 0	12/27/2017	M	349	(6)	(5)		Common Stock	349	\$
Phantom Stock Units	\$ 0	12/27/2017	M	1,967	(4)	(5)		Common Stock	1,967	\$
Phantom Stock Units	\$ 0	12/27/2017	M	204	(6)	(5)		Common Stock	204	\$
Phantom Stock Units	\$ 0	12/27/2017	M	5,269	(4)	(5)		Common Stock	5,269	\$
Phantom Stock Units	\$ 0	12/27/2017	M	7,308	(7)	(5)		Common Stock	7,308	\$
Phantom Stock Units	\$ 0	12/27/2017	M	3,372	(4)	(5)		Common Stock	3,372	\$
Phantom Stock Units	\$ 0	12/27/2017	M	1,806	(4)	(5)		Common Stock	1,806	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fisher Mark P ONE MONTGOMERY ST STE 3700 SAN FRANCISCO, CA 94104			SENIOR VP & GENERAL COUNSEL	

Signatures

MARK PHILIP
FISHER

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 5 year period from original grant date of the phantom stock unit.
- (2) Shares represent a grant of restricted stock which vest 100% five years from the original grant date of the phantom stock unit.

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- (3) Shares represent a grant of restricted stock which vest in 10% increments over a 10 year period from original grant date of the phantom stock unit.
- (4) Currently convertible. Units vest in 20% increments over a five year period from original grant date.
- (5) No expiration date for these Units.
- (6) Currently convertible. Units vest 100% five years from the original grant date.
- (7) Currently convertible. Units vest in 10% increments over ten years from the original grant date.

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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