

Calcote Michael D
Form 4
March 18, 2008

FORM 4

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

OMB APPROVAL

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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 *
Calcote Michael D

2. Issuer Name and Ticker or Trading Symbol
Guaranty Financial Group Inc.
[GFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8333 DOUGLAS AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP, Treasurer

DALLAS, TX 75225

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock					5,169 ⁽¹⁾	D	
Common Stock					220 ⁽²⁾	I	By Trustee of 401(k) Plan
Common Stock					51 ⁽²⁾	I	By Trustee of 401(k) Plan
Common Stock	02/26/2008	02/26/2008	A		1,386 ⁽³⁾	A	\$ 0 1,586
						I	By Spouse

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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. P. Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) <u>(4)</u> <u>(5)</u>	\$ 9.64					02/06/2007	02/06/2014	Common Stock	833
Option (right to buy) <u>(5)</u> <u>(6)</u>	\$ 13					02/04/2007	02/04/2015	Common Stock	1,250
Option (right to buy) <u>(5)</u> <u>(7)</u>	\$ 17.36					02/03/2007	02/03/2016	Common Stock	1,708
Option (right to buy) <u>(5)</u> <u>(8)</u>	\$ 19.61					02/02/2008	02/02/2017	Common Stock	2,133
Option (right to buy) <u>(5)</u> <u>(9)</u>	\$ 9.64					02/06/2007	02/06/2014	Common Stock	266
Option (right to buy) <u>(5)</u> <u>(10)</u>	\$ 13					02/04/2007	02/04/2015	Common Stock	400
Option (right to buy) <u>(5)</u> <u>(11)</u>	\$ 17.36					02/03/2007	02/03/2016	Common Stock	546
Option (right to buy) <u>(5)</u> <u>(12)</u>	\$ 19.61					02/02/2008	02/02/2010	Common Stock	546

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- (9) Options Vesting Schedule - exercise price \$9.64: Options Exercisable 02/06/2007 - 133 and Options Exercisable 02/06/2008 - 133.
- (10) Options Vesting Schedule - exercise price \$13.00: Options Exercisable 02/04/2007 - 133; Options Exercisable 02/04/2008 - 133 and Options Exercisable 02/04/2009 - 134.
- (11) Options Vesting Schedule - exercise price \$17.36: Options Exercisable 02/03/2007 - 136; Options Exercisable 02/03/2008 - 137; Options Exercisable 02/03/2009 - 137 and Options Exercisable 02/03/2010 - 136.
- (12) Options Vesting Schedule - exercise price \$19.61: Options Exercisable 02/02/2008 - 136; Options Exercisable 02/02/2009 - 137; Options Exercisable 02/02/2010 - 137 and Options Exercisable 02/02/2011 - 136.
- (13) Restricted Stock Units that will vest effective 02/03/2009. Restricted Shares will be settled for cash based on the fair market value on the vesting date.
- (14) Restricted Stock Units that will vest effective 02/02/2010. Restricted Shares will be settled for cash based on the fair market value on the vesting 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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