

ZEMLYAK JAMES M
Form 4
February 14, 2005

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ZEMLYAK JAMES M

(Last) (First) (Middle)

501 NORTH BROADWAY

(Street)

ST LOUIS, MO 63102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

STIFEL FINANCIAL CORP [SF]

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

02/11/2005

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)

CHIEF FIN'L & ADMIN OFFCR

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			Code V	Amount (D)	Price	80,231	D

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
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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

Edgar Filing: ZEMLYAK JAMES M - Form 4

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	\$ 0	02/11/2005		A	7,975			<u>(1)</u>	<u>(2)</u>	Common Stock	7,975
Phantom Stock Units	\$ 0	02/11/2005		A	7,975			02/11/2005	<u>(2)</u>	Common Stock	7,975
Phantom Stock Units	\$ 0	02/11/2005		A	1,994			01/01/2008	<u>(2)</u>	Common Stock	1,994
Phantom Stock Units	\$ 0	02/11/2005		A	1,994			01/01/2008	<u>(2)</u>	Common Stock	1,994
Restricted Stock Units	\$ 0							<u>(3)</u>	<u>(2)</u>	Common Stock	56,000
Stock Option (Option to Buy)	\$ 7.8							<u>(4)</u>	01/02/2012	Common Stock	26,667
Stock Option (Option to Buy)	\$ 8.6925							<u>(5)</u>	02/10/2013	Common Stock	26,667
Stock Option (Option to Buy)	<u>(6)</u>							<u>(3)</u>	<u>(7)</u>	Common Stock	88,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZEMLYAK JAMES M 501 NORTH BROADWAY			CHIEF FIN'L & ADMIN OFFCR	

ST LOUIS, MO 63102

Signatures

JAMES M
ZEMLYAK

02/14/2005

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) Phantom Stock Units vest in 33 1/3% increments on 1/1/06, 1/1/07 and 1/1/08.
- (2) No expiration date for these Units.
- (3) Various exercisable dates.
- (4) Options vest in 20% increments on 1/2/03, 1/2/04, 1/2/05, 1/2/06 and 1/2/07.
- (5) Options vest in 20% increments on 2/10/04, 2/10/05, 2/10/06, 2/10/07 and 2/10/08.
- (6) Various exercise prices.
- (7) Various expiration dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.