

OATES JAMES M  
Form 4  
January 21, 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 \*  
OATES JAMES M

(Last) (First) (Middle)

534 LAKE SHORE ROAD, P.O.  
BOX 250

(Street)

ELKINS, NH 03233

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
STIFEL FINANCIAL CORP [SF]

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

01/20/2009

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)

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	01/20/2009		M		284	A	\$ 0 97,188	D
Common Stock	01/20/2009		M		313	A	\$ 0 97,501	D
Common Stock	01/20/2009		M		212	A	\$ 0 97,713	D
Common Stock	01/20/2009		M		54	A	\$ 0 97,767	D
Common Stock	01/20/2009		M		263	A	\$ 0 98,030	D

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Common Stock	01/20/2009		M	269	A	\$ 0	98,299	D	
Common Stock	01/20/2009		M	259	A	\$ 0	98,558	D	
Common Stock	01/20/2009		M	234	A	\$ 0	98,792	D	
Common Stock	01/20/2009		M	59	A	\$ 0	98,851	D	
Common Stock	01/20/2009		M	250	A	\$ 0	99,101	D	
Common Stock	01/20/2009		M	253	A	\$ 0	99,354	D	
Common Stock	01/20/2009		M	257	A	\$ 0	99,611	D	
Common Stock	01/20/2009		M	510	A	\$ 0	100,121	D	
Common Stock	01/20/2009		M	128	A	\$ 0	100,249	D	
Common Stock	01/20/2009		M	242	A	\$ 0	100,491	D	
Common Stock	01/20/2009		M	1,286	A	\$ 0	101,777	D	
Common Stock							10,083	I	by Spouse

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

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**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 (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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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Phantom Stock Units	\$ 0	01/20/2009	M	284	01/02/2003	01/02/2013	Common Stock	284
Phantom Stock Units	\$ 0	01/20/2009	M	313	01/30/2003	01/30/2013	Common Stock	313
Phantom Stock Units	\$ 0	01/20/2009	M	212	02/03/2003	02/03/2013	Common Stock	212
Phantom Stock Units	\$ 0	01/20/2009	M	54	02/03/2003	02/03/2013	Common Stock	54
Phantom Stock Units	\$ 0	01/20/2009	M	263	03/03/2003	03/03/2013	Common Stock	263
Phantom Stock Units	\$ 0	01/20/2009	M	269	04/01/2003	04/01/2013	Common Stock	269
Phantom Stock Units	\$ 0	01/20/2009	M	259	05/01/2003	05/01/2013	Common Stock	259
Phantom Stock Units	\$ 0	01/20/2009	M	234	05/12/2003	05/12/2013	Common Stock	234
Phantom Stock Units	\$ 0	01/20/2009	M	59	05/12/2003	05/12/2013	Common Stock	59
Phantom Stock Units	\$ 0	01/20/2009	M	250	06/01/2013	06/01/2013	Common Stock	250
Phantom Stock Units	\$ 0	01/20/2009	M	253	07/01/2003	07/01/2013	Common Stock	253
Phantom Stock Units	\$ 0	01/20/2009	M	257	08/01/2003	08/01/2013	Common Stock	257
Phantom Stock Units	\$ 0	01/20/2009	M	510	08/06/2003	08/06/2013	Common Stock	510
Phantom Stock Units	\$ 0	01/20/2009	M	128	08/06/2003	08/06/2013	Common Stock	128
Phantom Stock	\$ 0	01/20/2009	M	242	09/01/2003	09/01/2013	Common Stock	242

Units									
Phantom Stock Units	\$ 0	01/20/2009	M	1,286	10/01/2003	10/01/2013	Common Stock	1,286	
Phantom Stock Units	\$ 0				01/01/2004	01/01/2014	Common Stock	928	
Phantom Stock Units	\$ 0				<u>(1)</u>	<u>(2)</u>	Common Stock	14,580	
Stock Option (Option to Buy)	\$ 13.89				<u>(3)</u>	02/03/2014	Common Stock	399	
Stock Option (Option to Buy)	\$ 20.22				<u>(4)</u>	01/03/2015	Common Stock	600	
Stock Option (Option to Buy)	\$ 38.25				<u>(5)</u>	01/03/2016	Common Stock	1,200	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OATES JAMES M 534 LAKE SHORE ROAD P.O. BOX 250 ELKINS, NH 03233	X			

## Signatures

By: David M. Minnick For: James M. Oates 01/21/2009

\_\_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) Units vest quarterly over a one year period.

(2) No expiration date for these Units.

(3) Options vest in 20% increments yearly from the grant date.

(4) Options vest in 20 percent increments on 1/3/06, 1/3/07, 1/3/08, 1/3/09 and 1/3/10.

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(5) Options vest in 20% increments on 1/3/07, 1/3/08, 1/3/09, 1/3/10 and 1/3/11.

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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