

Plotkin Ben A
Form 4
February 16, 2011

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 *
Plotkin Ben A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
225 REGATTA DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

JUPITER, FL 33477
(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 120,533 | D | |

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

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SEC 1474 (9-02)

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

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| 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. Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Units | \$ 0 | 02/14/2011 | | A | | 7,007 | | (1) | (2) | Common Stock | 7,007 |
| Phantom Stock Units | \$ 0 | 02/14/2011 | | A | | 1,751 | | (3) | (2) | Common Stock | 1,751 |
| Phantom Stock Units | \$ 0 | 02/14/2011 | | A | | 1,401 | | (4) | (2) | Common Stock | 1,401 |
| Phantom Stock Units | \$ 0 | 02/14/2011 | | A | | 350 | | (3) | (2) | Common Stock | 350 |
| Phantom Stock Units | \$ 0 | 02/14/2011 | | A | | 3,030 | | (1) | (2) | Common Stock | 3,030 |
| Phantom Stock Units | \$ 0 | 02/14/2011 | | A | | 6,061 | | (5) | (2) | Common Stock | 6,061 |
| Warrants | \$ 24 | | | | | | | (6) | 06/22/2012 | Common Stock | 15,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Plotkin Ben A 225 REGATTA DRIVE JUPITER, FL 33477 | X | | Vice Chairman | |

Signatures

Ben A. Plotkin 02/16/2011
 **Signature of Date
 Reporting Person

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 in 20% increments over a five year period.
- (2) No expiration date for these Units.
- (3) Units vest 100% five years from the grant date.
- (4) Fully vested.
- (5) Units vest in equal yearly increments over a ten year period. This vesting may be accelerated based on the Company's performance.
- (6) Currently exercisable.

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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