

TREATY OAK BANCORP INC
 Form 4
 November 21, 2007

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 *
 Nash Jeffrey L

2. Issuer Name and Ticker or Trading Symbol
 TREATY OAK BANCORP INC
 [TOAK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 101 WESTLAKE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/19/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and President

AUSTIN, TX 78746
 (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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/19/2007 | | F | | 1,053 | D | \$ 10.5 | 86,614 | D | |
| Common Stock | 11/20/2007 | | A | | 3,750 | A | \$ 10.5 | 90,364 | D | |
| Common Stock | 05/18/2007 | | X | | 100 | A | \$ 10 | 87,067 | I | Jeffrey L. Nash, Trustee for Kaci L. Nash |
| Common Stock | 05/18/2007 | | X | | 100 | A | \$ 10 | 87,167 | I | Jeffrey L. Nash, |

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| | | | | | | | | |
|--------------|------------|---|-----|---|-------|--------|---|--|
| Common Stock | 05/18/2007 | X | 400 | A | \$ 10 | 87,267 | D | Trustee for Kelli N. Nash |
| Common Stock | 05/29/2007 | X | 400 | A | \$ 10 | 87,667 | I | NFS, Custodian for Jeffrey L. Nash - IRA |

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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options to acquire common stock | \$ 10 | 11/21/2007 | | A | | 24,306 | | <u>(1)</u> | 11/29/2017 | Common Stock | 24,306 |
| Warrant | \$ 10 | 05/18/2007 | | X | | 100 | | 09/30/2004 | 06/30/2007 | Common Stock | 100 |
| Warrant | \$ 10 | 05/18/2007 | | X | | 100 | | 09/30/2004 | 06/30/2007 | Common Stock | 100 |
| Warrant | \$ 10 | 05/18/2007 | | X | | 400 | | 09/30/2004 | 06/30/2007 | Common Stock | 400 |

| | | | | | | | | |
|---------------------------------|----------|------------|---|--------|------------|------------|--------------|--------|
| Warrant | \$ 10 | 05/29/2007 | X | 400 | 09/30/2004 | 06/30/2007 | Common Stock | 400 |
| Options to acquire common stock | \$ 10.95 | 07/15/2007 | A | 10,000 | (2) | 07/14/2017 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nash Jeffrey L 101 WESTLAKE DRIVE AUSTIN, TX 78746 | X | | CEO and President | |

Signatures

/s/ Jeffrey L.
Nash

11/21/2007

**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) one third vests 11/20/08, one third vests 11/20/09, and one third vests 11/20/10
- (2) one third vests 07/15/08, one third vests 07/15/09, and one third vests 07/15/10

The reported securities were acquired by the reporting person in the initial public offering of common shares. The reporting person

(3) received one warrant for each five common shares purchased at a price of \$8.33 per share. No separate price was attributed to the warrants in the initial public offering.

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.