

DILL CHARLES A  
 Form 4  
 May 08, 2008

**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 \*  
**DILL CHARLES A**

(Last) (First) (Middle)

**GATEWAY ASSOCIATES, 8000 MARYLAND AVE., SUITE 1190**

(Street)

**ST. LOUIS, MO 63105**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/06/2008**

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)
Common Stock				(A) or (D) Code V Amount (D) Price	18,769	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	05/06/2008		A		1,500		<u>(1)</u>	<u>(2)</u>	Common Stock	1,500
Phantom Stock Units	\$ 0							11/01/2002	11/01/2012	Common Stock	174
Phantom Stock Units	\$ 0							12/02/2002	12/02/2012	Common Stock	177
Phantom Stock Units	\$ 0							01/02/2003	01/02/2013	Common Stock	189
Phantom Stock Units	\$ 0							01/30/2003	01/30/2013	Common Stock	115
Phantom Stock Units	\$ 0							02/03/2003	02/03/2013	Common Stock	177
Phantom Stock Units	\$ 0							03/03/2003	03/03/2013	Common Stock	175
Phantom Stock Units	\$ 0							04/01/2003	04/01/2013	Common Stock	179
Phantom Stock Units	\$ 0							05/01/2003	05/01/2013	Common Stock	172
Phantom Stock Units	\$ 0							05/12/2003	05/12/2013	Common Stock	106
Phantom Stock Units	\$ 0							06/01/2003	06/01/2013	Common Stock	166

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Phantom Stock Units	\$ 0	07/01/2003	07/01/2013	Common Stock	168
Phantom Stock Units	\$ 0	08/06/2003	08/06/2013	Common Stock	340
Phantom Stock Units	\$ 0	09/01/2003	09/01/2013	Common Stock	161
Phantom Stock Units	\$ 0	10/01/2003	10/01/2013	Common Stock	785
Phantom Stock Units	\$ 0	01/01/2004	01/01/2014	Common Stock	562
Stock Option (Option to Buy)	\$ 7.8	<u>(3)</u>	01/02/2012	Common Stock	1,333
Stock Option (Option to Buy)	\$ 8.7	<u>(4)</u>	01/30/2013	Common Stock	1,333
Stock Option (Option to Buy)	\$ 13.89	<u>(5)</u>	02/03/2014	Common Stock	1,333
Stock Option (Option to Buy)	\$ 20.22	<u>(6)</u>	01/03/2015	Common Stock	1,000
Stock Option (Option to Buy)	\$ 38.25	<u>(7)</u>	01/03/2016	Common Stock	1,000
Stock Option (Option to Buy)	<u>(8)</u>	<u>(9)</u>	<u>(10)</u>	Common Stock	2,666

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

DILL CHARLES A  
GATEWAY ASSOCIATES  
8000 MARYLAND AVE., SUITE 1190  
ST. LOUIS, MO 63105

X

## Signatures

By: Forrest M. Smith For: Charles  
A. Dill

05/08/2008

\_\_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 on 1/2/03, 1/2/04, 1/2/05, 1/2/06 and 1/2/07.
- (4) Options vest in 20% increments on 1/3/04, 1/3/05, 1/3/06, 1/3/07 and 1/3/08.
- (5) Options vest in 20% increments yearly from the grant date.
- (6) Options vest in 20 percent increments on 1/3/06, 1/3/07, 1/3/08, 1/3/09 and 1/3/10.
- (7) Options vest in 20% increments on 1/3/07, 1/3/08, 1/3/09, 1/3/10 and 1/3/11.
- (8) Various exercise prices.
- (9) Options vest over time.
- (10) 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.

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