

Nesi Victor
 Form 4
 December 29, 2017

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 *
 Nesi Victor

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)
 787 7TH AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/27/2017

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

NEW YORK, NY 10019

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 12/29/2017 | | A | 83,153 (1) A \$ 0 | 210,455 | D | |
| Common Stock | 12/29/2017 | | F | 47,872 D \$ 60.13 | 162,583 | D | |
| Common Stock | | | | | 4,088 | I | by Trust |

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

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number.

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) | 8. Pr Deriv Secur (Instr. 3) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Units | \$ 0 | 12/27/2017 | | M | 3,415 | (2) | (3) | Common Stock | 3,415 |
| Phantom Stock Units | \$ 0 | 12/27/2017 | | M | 3,415 | (4) | (3) | Common Stock | 3,415 |
| Phantom Stock Units | \$ 0 | 12/27/2017 | | M | 3,415 | (5) | (3) | Common Stock | 3,415 |
| Phantom Stock Units | \$ 0 | 12/27/2017 | | M | 2,737 | (6) | (3) | Common Stock | 2,737 |
| Phantom Stock Units | \$ 0 | 12/27/2017 | | M | 2,737 | (4) | (3) | Common Stock | 2,737 |
| Phantom Stock Units | \$ 0 | 12/27/2017 | | M | 2,737 | (5) | (3) | Common Stock | 2,737 |
| Phantom Stock Units | \$ 0 | 12/27/2017 | | M | 4,301 | (7) | (3) | Common Stock | 4,301 |
| Phantom Stock Units | \$ 0 | 12/27/2017 | | M | 4,301 | (6) | (3) | Common Stock | 4,301 |
| Phantom Stock Units | \$ 0 | 12/27/2017 | | M | 4,301 | (4) | (3) | Common Stock | 4,301 |
| Phantom Stock Units | \$ 0 | 12/27/2017 | | M | 4,005 | (8) | (3) | Common Stock | 4,005 |

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| | | | | | | | | |
|---------------------|------|------------|---|--------|-------------|------------|--------------|--------|
| Phantom Stock Units | \$ 0 | 12/27/2017 | M | 2,938 | <u>(9)</u> | <u>(3)</u> | Common Stock | 2,938 |
| Phantom Stock Units | \$ 0 | 12/27/2017 | M | 4,420 | <u>(9)</u> | <u>(3)</u> | Common Stock | 4,420 |
| Phantom Stock Units | \$ 0 | 12/27/2017 | M | 7,308 | <u>(10)</u> | <u>(3)</u> | Common Stock | 7,308 |
| Phantom Stock Units | \$ 0 | 12/27/2017 | M | 23,834 | <u>(9)</u> | <u>(3)</u> | Common Stock | 23,834 |
| Phantom Stock Units | \$ 0 | 12/27/2017 | M | 3,989 | <u>(9)</u> | <u>(3)</u> | Common Stock | 3,989 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| Nesi Victor 787 7TH AVENUE NEW YORK, NY 10019 | X | | Director | |

Signatures

VICTOR J
NESI

12/29/2017

**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) Shares represent a grant of restricted stock which vest in 20% increments over a five year period from the grant date.
- (2) Currently convertible. Units vest 100% ten years from the original grant date.
- (3) No expiration date for these Units.
- (4) Currently convertible. Units vest 100% eight years from the original grant date.
- (5) Currently convertible. Units vest 100% nine years from the original grant date.
- (6) Currently convertible. Units vest 100% seven years from the original grant date.
- (7) Currently convertible. Units vest 100% six years from the original grant date.
- (8) Currently convertible. Units vest 100% five years from the original grant date.
- (9) Currently convertible. Units vest in 20% increments over a five year period from original grant date.
- (10) Currently convertible. Units vest in 10% increments over ten years from the original grant date.

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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