

TEXAS CAPITAL BANCSHARES INC/TX
 Form 4
 May 23, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
STALLINGS ROBERT W

2. Issuer Name and Ticker or Trading Symbol
TEXAS CAPITAL BANCSHARES INC/TX [TCBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2000 MCKINNEY AVENUE, SUITE 700
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/21/2013

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

DALLAS, TX 75201

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)			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			
Common stock, par value \$0.01 per share	05/21/2013		M		2,000	A	\$ 43.22	7,475	D
Common stock, par value \$0.01 per share	05/21/2013		M		2,000	A	\$ 43.19	9,475	D
	05/21/2013		M		3,000	A	\$ 43.13	12,475	D

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Common stock, par value \$0.01 per share

Common stock, par value \$0.01 per share

05/21/2013 F 1,065 D \$ 43.22 11,410 D

Common stock, par value \$0.01 per share

05/21/2013 F 1,041 D \$ 43.19 10,369 D

Common stock, par value \$0.01 per share

05/21/2013 F 1,299 D \$ 43.13 9,070 D

Common stock, par value \$0.01 per share

05/21/2013 S 935 D \$ 43.2323 ⁽¹⁾ 8,135 D

Common stock, par value \$0.01 per share

05/21/2013 S 959 D \$ 43.16 7,176 D

Common stock, par value \$0.01 per share

05/21/2013 S 1,701 D \$ 43.1296 ⁽²⁾ 5,475 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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock appreciation rights	\$ 43.22	05/21/2013	M		2,000		05/16/2006	05/16/2016	Common Stock	2,000	
Stock appreciation rights	\$ 43.19	05/21/2013	M		2,000		07/23/2007	07/23/2017	Common Stock	2,000	
Stock appreciation rights	\$ 43.13	05/21/2013	M		3,000		05/19/2008	05/19/2018	Common Stock	3,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STALLINGS ROBERT W 2000 MCKINNEY AVENUE SUITE 700 DALLAS, TX 75201	X			

Signatures

Robert W. Stallings 05/23/2013

**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) The stated price represents the weighted average based on prices ranging from \$43.23 to \$43.235. Upon request from the SEC staff, the issuer, or a security holder of the Issuer, full information regarding the number of shares purchased or sold at each separate price will be provided.
- (2) The stated price represents the weighted average based on prices ranging from \$43.12 to \$43.14. Upon request from the SEC staff, the issuer, or a security holder of the Issuer, full information regarding the number of shares purchased or sold at each separate price will be provided.

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.