

STIFEL FINANCIAL CORP
Form 4
March 19, 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 *
BANKATLANTIC BANCORP INC

(Last) (First) (Middle)

2100 WEST CYPRESS CREEK ROAD

(Street)

FORT LAUDERDALE, FL 33309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

STIFEL FINANCIAL CORP [SF]

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

03/17/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common stock, \$0.15 par value | 03/17/2008 | | J ⁽¹⁾ | | 1,600,000 | D | \$ 40 |
| | | | | | 1,009,078 | ⁽²⁾ D | |
| Common stock, \$0.15 par value | 03/18/2008 | | J ⁽¹⁾ | | 285,000 | D | \$ 40 |
| | | | | | 724,078 | ⁽²⁾ 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)

displays a currently valid OMB control 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 Deri Secu (Inst | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|-----------------|--------------------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Warrants (right to buy) | \$ 36 | | | | | (3) | | 06/22/2012 | | Common stock, \$0.15 par value | 481,724 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BANKATLANTIC BANCORP INC 2100 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309 | | X | | |

Signatures

/s/ Valerie C. Toalson, Chief Financial Officer

03/19/2008

**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) On March 17, 2008, the reporting person executed a purchase agreement pursuant to which it agreed to sell 1,600,000 shares of the issuer's common stock held by the reporting person in an underwritten public offering of shares of the issuer's common stock. Under the terms and conditions of the purchase agreement, the reporting person also granted the underwriters an option to purchase 285,000 additional shares of the issuer's common stock held by the reporting person. On March 18, 2008, the underwriters exercised this option. The sale of the aggregate of 1,885,000 shares of the issuer's common stock held by the reporting person is expected to close on March 24, 2008.

(2) Includes 481,724 shares of the issuer's common stock that may be purchased by the reporting person at \$36.00 per share pursuant to immediately exercisable warrants.

(3) Warrants are immediately 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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