

STIFEL FINANCIAL CORP  
 Form 4  
 May 29, 2008

**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 \*  
**BEDA BRUCE A**

(Last) (First) (Middle)

65 E GOETHE ST APT 6W

(Street)

CHICAGO, IL 60610

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/28/2008**

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)
				(A) or (D)	Price		
Common Stock	05/28/2008		S	2,400	D \$ 55.98	21,377	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. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	\$ 0					04/01/2002	04/01/2012	Common Stock	32
Phantom Stock Units	\$ 0					09/03/2002	09/03/2012	Common Stock	32
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	208
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	195
Phantom Stock Units	\$ 0					06/01/2003	06/01/2013	Common Stock	166
Phantom Stock	\$ 0					07/01/2003	07/01/2013	Common Stock	168

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Units					
Phantom Stock Units	\$ 0	08/01/2003	08/01/2013	Common Stock	171
Phantom Stock Units	\$ 0	08/06/2003	08/06/2013	Common Stock	511
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	942
Phantom Stock Units	\$ 0	01/01/2004	01/01/2014	Common Stock	674
Phantom Stock Units	\$ 0	<u>(1)</u>	<u>(2)</u>	Common Stock	10,070
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>	01/02/2014	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
BEDA BRUCE A 65 E GOETHE ST APT 6W CHICAGO, IL 60610	X			

## Signatures

By: Forrest M. Smith For: Bruce A. Beda	05/29/2008
<u>                    </u> **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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