

Guaranty Financial Group Inc.  
Form 4  
December 18, 2007

**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 \*  
Calcote Michael D

2. Issuer Name and Ticker or Trading Symbol  
Guaranty Financial Group Inc.  
[GFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
8333 DOUGLAS AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/14/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP, Treasurer

DALLAS, TX 75225

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/14/2007	12/14/2007	J	1,345 (1) A \$ 0	1,345 (2)	D	
Common Stock	12/14/2007	12/14/2007	J	24 (1) A \$ 0	24 (3)	I	By Trustee of 401(k) Plan
Common Stock	12/14/2007	12/14/2007	J	23 (1) A \$ 0	17 (3)	I	By Trustee of 401(k) Plan
Common Stock	12/14/2007	12/14/2007	J	200 (1) A \$ 0	200	I	By Spouse

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

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(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 (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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) <u>(4)</u> <u>(5)</u>	\$ 20.41	12/14/2007	12/14/2007	J		832		02/06/2007	02/06/2014	Common Stock	832
Option (right to buy) <u>(5)</u> <u>(6)</u>	\$ 27.46	12/14/2007	12/14/2007	J		1,248		02/04/2007	02/04/2015	Common Stock	1,248
Option (right to buy) <u>(5)</u> <u>(7)</u>	\$ 36.59	12/14/2007	12/14/2007	J		1,708		02/03/2007	02/03/2016	Common Stock	1,708
Option (right to buy) <u>(5)</u> <u>(8)</u>	\$ 41.29	12/14/2007	12/14/2007	J		2,132		02/02/2008	02/02/2017	Common Stock	2,132
Option (right to buy) <u>(5)</u> <u>(9)</u>	\$ 20.41	12/14/2007	12/14/2007	J		266		02/06/2007	02/06/2014	Common Stock	266
Option (right to buy) <u>(5)</u> <u>(10)</u>	\$ 27.46	12/14/2007	12/14/2007	J		399		02/04/2007	02/04/2015	Common Stock	399
Option (right to buy) <u>(5)</u> <u>(11)</u>	\$ 36.59	12/14/2007	12/14/2007	J		544		02/03/2007	02/03/2016	Common Stock	544
Option (right to buy) <u>(5)</u> <u>(12)</u>	\$ 41.29	12/14/2007	12/14/2007	J		544		02/02/2008	02/02/2010	Common Stock	544
	<u>(13)</u>	12/14/2007	12/14/2007	J		700		<u>(13)</u>	<u>(13)</u>		700



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- (7) Options Vesting Schedule for Options Granted 02/03/2006 - exercise price \$36.59: Options Exercisable 02/03/2007 - 427; Options Exercisable 02/03/2008 - 427; Options Exercisable 02/03/2009 - 427 and Options Exercisable 02/03/2010 - 427.
- (8) Options Vesting Schedule for Options Granted 02/02/2007 - exercise price \$41.29: Options Exercisable 02/02/2008 - 533; Options Exercisable 02/02/2009 - 533; Options Exercisable 02/02/2010 - 533 and Options Exercisable 02/02/2011 - 533.
- (9) Options Vesting Schedule for Options Granted 02/06/2004 - exercise price \$20.41: Options Exercisable Options Exercisable 02/06/2007 - 133 and Options Exercisable 02/06/2008 - 133.
- (10) Options Vesting Schedule for Options Granted 02/04/2005 - exercise price \$27.46: Options Exercisable 02/04/2007 - 133; Options Exercisable 02/04/2008 - 133 and Options Exercisable 02/04/2009 - 133.
- (11) Options Vesting Schedule for Options Granted 02/03/2006 - exercise price \$36.59: Options Exercisable 02/03/2007 - 136; Options Exercisable 02/03/2008 - 136; Options Exercisable 02/03/2009 - 136 and Options Exercisable 02/03/2010 - 136.
- (12) Options Vesting Schedule for Options Granted 02/02/2007 - exercise price \$41.29: Options Exercisable 02/02/2008 - 136; Options Exercisable 02/02/2009 - 136; Options Exercisable 02/02/2010 - 136 and Options Exercisable 02/02/2011 - 136.
- (13) Restricted Shares granted on 02/03/2006 that will vest effective 02/03/2009. Restricted Shares will be settled for cash based on the fair market value on the vesting date.
- (14) Restricted Shares granted on 02/02/2007 that will vest effective 02/02/2010. Restricted Shares will be settled for cash based on the fair market value on the vesting date.
- (15) Phantom shares accrued under a Company plan, which includes a dividend reinvestment feature, to be settled upon Reporting Person's retirement or other specified 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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