

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

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)
2100 WEST CYPRESS CREEK ROAD

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2008

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

(Street)

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

FORT LAUDERDALE, FL 33309

(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)
				(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)

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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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