

Schaffner Jerry
 Form 4
 December 04, 2012

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 *
 Schaffner Jerry

2. Issuer Name and Ticker or Trading Symbol
 Hilltop Holdings Inc. [HTH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 200 CRESCENT COURT, SUITE 1330

3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2012

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

(Street)
 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) (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 | 11/30/2012 | | A | | 182,789 | A | (1) | 182,789 (2) | D | |
| Common Stock | 11/30/2012 | | A | | 35,462 | A | (3) | 35,462 (4) | I | By ESOP |
| Common Stock | 11/30/2012 | | A | | 3,931 | A | (5) | 3,931 (4) | I | By wife |

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schaffner Jerry 200 CRESCENT COURT, SUITE 1330 DALLAS, TX 75201 | | | See Remarks | |

Signatures

/s/ Jerry
Schaffner
12/03/2012
 **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) Received in exchange for 235,555 shares of PlainsCapital Corporation ("PlainsCapital") original common stock in connection with the merger of PlainsCapital with and into Meadow Corporation, a wholly owned subsidiary of Issuer ("Meadow"), pursuant to which Meadow continued as the surviving corporation and as a wholly owned subsidiary of Issuer (the "Merger"). As consideration for the Merger, each share of PlainsCapital common stock converted into the right to receive \$9.00 in cash and 0.776 shares of Issuer common stock, which, on the effective date of the Merger, had a closing price of \$14.29 per share.
 - (2) Includes 11,970 shares held in an individual retirement account for the benefit of the reporting person.
 - (3) Received in connection with the Merger in exchange for 45,699 shares of PlainsCapital original common stock allocated to the account of the reporting person under the Plains Capital Corporation Employee Stock Ownership Plan (the "ESOP").
 - (4) The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein. The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that the reporting person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of these shares.
 - (5)

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Received in connection with the Merger in exchange for 1,881 shares of PlainsCapital original common stock held by the reporting person's spouse directly and 3,186 shares of PlainsCapital original common stock allocated to the account of the reporting person's spouse under the ESOP.

Remarks:

President, CEO of PlainsCapital Bank

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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