

STIFEL FINANCIAL CORP
 Form 4
 April 12, 2006

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 *
OATES JAMES M

(Last) (First) (Middle)
 522 LAKESHORE DRIVE
 (Street)

ELKINS, NH 03233
 (City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
04/11/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/11/2006 | | M | | 1,067 A \$ 7.8 | 52,794 | D |
| Common Stock | 04/11/2006 | | M | | 801 A \$ 8.7 | 53,595 | D |
| Common Stock | 04/11/2006 | | M | | 534 A \$ 13.89 | 54,129 | D |
| Common Stock | 04/11/2006 | | M | | 200 A \$ 20.22 | 54,329 | D |
| Common Stock | 04/11/2006 | | M | | 1,333 A \$ 7.9688 | 55,662 | D |
| Common Stock | 04/11/2006 | | M | | 1,333 A | 56,995 | D |

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Common Stock \$ 8.3438
 Common Stock 6,266 I by Spouse

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Option to Buy) | \$ 7.8 | 04/11/2006 | | M | 1,067 | <u>(1)</u> 01/02/2012 | Common Stock | 1,067 |
| Stock Option (Option to Buy) | \$ 8.7 | 04/11/2006 | | M | 801 | <u>(2)</u> 01/30/2013 | Common Stock | 801 |
| Stock Option (Option to Buy) | \$ 10.8276 | 04/11/2006 | | M | 1,333 | <u>(3)</u> <u>(4)</u> | Common Stock | 1,333 |
| Stock Option (Option to Buy) | \$ 10.8276 | 04/11/2006 | | M | 1,333 | <u>(3)</u> <u>(4)</u> | Common Stock | 1,333 |
| Stock Option (Option to Buy) | \$ 13.89 | 04/11/2006 | | M | 534 | <u>(5)</u> 02/03/2014 | Common Stock | 534 |
| | \$ 20.22 | 04/11/2006 | | M | 200 | <u>(6)</u> 01/03/2015 | | 200 |

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| Stock Option (Option to Buy) | | | | | Common Stock | |
|------------------------------|------|------------|------------|--------------|--------------|-----|
| Phantom Stock Units | \$ 0 | 01/02/2002 | 01/02/2012 | Common Stock | | 200 |
| Phantom Stock Units | \$ 0 | 01/29/2002 | 01/29/2012 | Common Stock | | 175 |
| Phantom Stock Units | \$ 0 | 02/01/2002 | 02/01/2012 | Common Stock | | 181 |
| Phantom Stock Units | \$ 0 | 03/01/2002 | 03/01/2012 | Common Stock | | 174 |
| Phantom Stock Units | \$ 0 | 04/01/2002 | 04/01/2012 | Common Stock | | 163 |
| Phantom Stock Units | \$ 0 | 05/01/2002 | 05/01/2012 | Common Stock | | 156 |
| Phantom Stock Units | \$ 0 | 05/09/2002 | 05/09/2012 | Common Stock | | 166 |
| Phantom Stock Units | \$ 0 | 06/01/2002 | 06/01/2012 | Common Stock | | 154 |
| Phantom Stock Units | \$ 0 | 07/01/2002 | 07/01/2012 | Common Stock | | 165 |
| Phantom Stock Units | \$ 0 | 07/23/2002 | 07/23/2012 | Common Stock | | 155 |
| Phantom Stock Units | \$ 0 | 08/01/2002 | 08/01/2012 | Common Stock | | 172 |
| Phantom Stock Units | \$ 0 | 09/03/2002 | 09/03/2012 | Common Stock | | 161 |
| Phantom Stock Units | \$ 0 | 10/01/2002 | 10/01/2012 | Common Stock | | 165 |
| | \$ 0 | 10/28/2002 | 10/28/2012 | | | 199 |

| Phantom Stock Units | | | | | Common Stock | |
|---------------------|------|--|------------|------------|--------------|-----|
| Phantom Stock Units | \$ 0 | | 11/01/2002 | 11/01/2012 | Common Stock | 174 |
| Phantom Stock Units | \$ 0 | | 12/02/2002 | 12/02/2012 | Common Stock | 177 |
| 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 | | 06/01/2013 | 06/01/2013 | Common Stock | 166 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OATES JAMES M 522 LAKESHORE DRIVE ELKINS, NH 03233 | X | | | |

Signatures

By: Forrest M. Smith For: James M.
Oates

04/12/2006

__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) Options vest in 20% increments on 1/2/03, 1/2/04, 1/2/05, 1/2/06 and 1/2/07.
- (2) Currently exercisable.
- (3) Options vest over time.
- (4) Various expiration dates.
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.