Hilltop Holdings Inc. Form 4

October 12, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

X Form filed by One Reporting Person Form filed by More than One Reporting

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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 *

1(b).

WEBB CARL B			Symbol	Issuer		
			Hilltop Holdings Inc. [HTH]	(Check all applicable)		
(Last) (First)	(First)	(Middle)	3. Date of Earliest Transaction	, , , , , , , , , , , , , , , , , , , ,		
7887 EAST BELLEVIEW AVENUE, SUITE 200		V	(Month/Day/Year) 10/10/2007	_X_ Director 10% Owner Officer (give title Other (speci below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		

2. Issuer Name and Ticker or Trading

ENGLEWOOD, CO 80111

(State)

(Zip)

(City)

Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Inc.	Nature of direct
	lirect
(1, 2)	meet
(Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Direct Be	neficial
(Month/Day/Year) (Instr. 8) Owned (D) or Ov	vnership
Following Indirect (I) (In	str. 4)
Reported (Instr. 4)	
(A) Transaction(s)	
Code V Amount (D) Price (Instr. 3 and 4)	
Common \$	
Stock par 10/10/2007 A 935 (1) A 11.758 68,405 D	
value \$.01 (2)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I. Non-Desiration Consulting Assuring Dispersed of an Desirable Consulting

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	·	or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
WEBB CARL B 7887 EAST BELLEVIEW AVENUE, SUITE 200 ENGLEWOOD, CO 80111	X					
ENGLEWOOD, CO 80111						

Signatures

Scott L. Gesell by power of attorney for Carl B.
Webb 10/11/2007

**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) Shares acquired pursuant to Hilltop Holdings Inc.'s 2003 Equity Incentive Plan as part of director compensation for service as director and Chairman of the Compensation Committee in third calendar quarter of 2007.
- (2) Price per share, calculated using average daily closing price for period 9/17/07-9/28/07.

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.

Reporting Owners 2