Hilltop Holdings Inc. Form 4 February 26, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB APPROVAL OMB** 

3235-0287 Number: January 31, Expires:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Martin John A			2. Issuer Name <b>and</b> Ticker or Trading Symbol Hilltop Holdings Inc. [HTH]	5. Relationship of Reporting Person(s) to Issuer			
<i>a</i>	(E' .)	0.5.111.	•	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
200 CRESCENT COURT, SUITE 1330			02/24/2015	X Officer (give title Other (specify			
				below) below)			
1330				PlainsCapital Corp. EVP/CFO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Ched			
			Filed(Month/Day/Year)	Applicable Line)			
			•	_X_ Form filed by One Reporting Person			
DALLAS, TX 75201				Form filed by More than One Reporting			
				Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	acquired Disposed of or Reneficially Owne			

	• • • • • • • • • • • • • • • • • • • •		1 able	I - Non-De	erivative S	ecurii	ues Ac	quirea, Disposea	oi, or Beneficia	ny Owned	
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of	
	Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or			Securities	Form: Direct	Indirect	
	(Instr. 3)		any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial		
			(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership	
								Following	(Instr. 4)	(Instr. 4)	
						( A )		Reported			
						(A)		Transaction(s)			
				C 1 W		or	ъ.	(Instr. 3 and 4)			
	_			Code V	Amount	(D)	Price				
	Common	02/24/2015		A	9,002	A	\$0	86,000 (2)	D		
Stock		02/2 1/2013		4.1	(1)	11	ΨΟ	00,000	<b>D</b>		

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

#### Edgar Filing: Hilltop Holdings Inc. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	ınd	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ.	mount		
								or			
						Date	Expiration Date		umber		
						Exercisable		of			
				Code V	(A) (D)				nares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Martin John A 200 CRESCENT COURT, SUITE 1330 DALLAS, TX 75201

PlainsCapital Corp. EVP/CFO

# **Signatures**

/s/ John A. 02/26/2015 Martin

\*\*Signature of Date Reporting Person

#### **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).

Represents restricted stock units granted to the reporting person. Such restricted stock units will vest, and an equal number of shares of common stock will be deliverable to the reporting person, upon the third anniversary of the date of grant, February 24, 2018, or immediately upon the earlier occurrence of events specified in the reporting person's restricted stock unit award agreement, including a

- "change in control" of Hilltop Holdings Inc. The shares of common stock deliverable upon conversion of such restricted stock units will be subject to restrictions on transfer until the first anniversary of the vesting date of the restricted stock units, February 24, 2019, or an earlier "change in control" of Hilltop Holdings Inc.
- (2) Includes 1,521 shares of common stock held in an individual retirement account for the benefit of the reporting person that were previously reported as held in the Plains Capital Corporation Employee Stock Ownership Plan for the benefit of the reporting person.

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.

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