Martin John A Form 4 May 06, 2013

## FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 3235-0287 Number:

January 31,

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

Washington, D.C. 20549 Expires:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

response...

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

(Print or Type Responses)

			2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			Hilltop Holdings Inc. [HTH]					(Check all applicable)			
(Last) 200 CRESC 1330	(First) CENT COURT, S	(Middle) SUITE	3. Date of (Month/Date 05/02/20	-	nnsaction			DirectorX Officer (give below)	te titleOthobelow)	Owner or (specify	
DALLAS, 7	(Street)			ndment, Dat th/Day/Year)	·			6. Individual or J Applicable Line) _X_ Form filed by Form filed by	•	ng(Check erson	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurit	ies Acc	Person uired, Disposed o	of, or Beneficial	dy Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securition(A) or Dis (D) (Instr. 3, 4)	sposed	of	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/02/2013			A	25,000 (1)	A	\$ 0	68,071	D		

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.

 $1,522 \stackrel{(2)}{\underline{(3)}}$ 

Ι

By ESOP

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Martin John A			EVP/CFO,				
200 CRESCENT COURT, SUITE 1330			PlainsCapital				
DALLAS, TX 75201			Corp.				

### **Signatures**

Reporting Person

/s/ John A. 05/06/2013 Martin \*\*Signature of 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).
- Represents restricted shares of common stock granted to the reporting person pursuant to the Hilltop Holdings Inc. 2012 Equity Incentive Plan. These shares cliff vest on April 1, 2016.
- The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein. The reporting (2) 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.
- Represents shares allocated to the account of the reporting person pursuant to the Plains Capital Corporation Employee Stock Ownership Plan and reflects additional shares allocated since the reporting person last filed a report on form 4.

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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