sephton brian T Form 4 February 27, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

Form filed by More than One Reporting

Person

January 31, 2005

0.5

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**OMB APPROVAL** 

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading sephton brian T Issuer Symbol INTL FCSTONE INC. [INTL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title \_ Other (specify 329 PARK AVENUE 02/23/2012 below) NORTH, SUITE 350 Chief Legal Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

#### WINTER PARK, FL 32789

(State)

(Zin)

(C:tr.)

(City)	(State) (2	Table I - Non-Derivative Securities Acquired, Disposed of,				of, or Beneficial	ly Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		4. Securities ctionAcquired (A) or		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (Instr. 3, 4 and	′	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code V	(A) or Amount (D)		Reported Transaction(s) (Instr. 3 and 4)		
Common Stock						98,431	D	
Common Stock						1,800	I	By Children

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	<ol><li>Date Exercisab</li></ol>	le and	7. Title and A	Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		<b>Underlying Securities</b>	
Security	or Exercise		any	Code	Securities	(Month/Day/Year	·)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
						Date Exercisable	Expiration Date	Title	Amount or Number
				Code V	(A) (D)		Dute		of Share
Stock Options	\$ 25.91 (2)	02/23/2012		A	80,000	12/16/2016(3)	12/16/2021	Common	80,000
	Security (Instr. 3)	Security or Exercise Price of Derivative Security  Stock Options \$ 25.91	Security or Exercise (Instr. 3) Price of Derivative Security  Stock Options \$25.91 (2) 02/23/2012	Security or Exercise any (Instr. 3) Price of (Month/Day/Year) Derivative Security  Stock Options \$25.91	Security or Exercise any Code (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Security  Code V  Stock Options \$25.91 (2) 02/23/2012  A	Security or Exercise any Code Securities  (Instr. 3) Price of Derivative Security  Code V (A) (D)  Stock Options  Security  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D)  A 80,000	Security or Exercise any Code Securities (Month/Day/Year (Instr. 8) Acquired (A) or Disposed of Security (D) (Instr. 3, 4, and 5)  Date Exercisable Code V (A) (D)  Stock Options \$25.91 (2) 02/23/2012 A 80,000 12/16/2016(3)	Security or Exercise any Code Securities (Month/Day/Year)  (Instr. 3) Price of Derivative Security  (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable Expiration Date  Code V (A) (D)  Stock Options  \$ 25.91 (2) 02/23/2012  A 80,000 12/16/2016(3) 12/16/2021	Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and Price of Derivative Security (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable Expiration Date Title  Code V (A) (D)  Stock Options \$25.91 (2) 02/23/2012 A 80,000 12/16/2016(3) 12/16/2021 Common

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

sephton brian T 329 PARK AVENUE NORTH SUITE 350

Chief Legal Officer

WINTER PARK, FL 32789

## **Signatures**

Brian T.

Sephton 02/27/2012

\*\*Signature of Date

\*\*Signature of 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).
- The option grant was approved by the Company's Board of Directors on December 12, 2011, subject to shareholder approval of an (1) amendment to the stock option plan under which the options were granted. The Company's shareholders approved the amendment on February 23, 2012. The amendment increased the number of shares that could be granted under the plan.
- (2) The strike price of the grant was set by the Company's Board of Directors at 110% of the closing price on December 16, 2012.
- (3) The options vest in equal tranches on each of the fifth, sixth, seventh, eighth and ninth anniversaries of the grant date.

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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