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OCONNOR SEAN MICHAEL

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

OMB APPROVAL

Number:

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person * OCONNOR SEAN MICHAEL			2. Issuer Name and Ticker or Trading Symbol INTL FCSTONE INC. [INTL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% Owner		
329 PARK AVENUE NORTH, SUITE 350			(Month/Day/Year) 02/23/2012	X Officer (give title Other (specify below) CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Checl		
WINTER PARK, FL 32789			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

	,		Person						
(City)	(State) (Zip) Table	e I - Non-D	erivative Securities Ac	equired, Disposed	of, or Beneficia	ally Owned		
1.Title of	2. Transaction Date		3.	4. Securities	5. Amount of	6. Ownership			
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)		

Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Common 328,532 D Stock

Common 4,300 Ι By Children Stock

Common Darseaker Ι 780,434 Stock Limited (1)

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

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number.

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction	5. Number of orDerivative Securities	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securitie
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	`	,	(msu. 3 and	1)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amous Numb Shares
Stock Options	\$ 25.91 (3)	02/23/2012		A	200,000	12/16/2016(4)	12/16/2021	Common	200,0

Reporting Owners

Reporting Owner Name / Address	Relationships				
1 8	Director	10% Owner	Officer	Other	
OCONNOR SEAN MICHAEL 329 PARK AVENUE NORTH SUITE 350 WINTER PARK, FL 32789	X		CEO		

Signatures

Sean M.
O'Connor

**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).
- (1) The previous holder of these shares, the St. James Trust, has been subsumed into Darseaker Limited.
- The option grant was approved by the Company's Board of Directors on December 12, 2011, subject to shareholder approval of an 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.
- (3) 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.
- (4) 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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