Nguyen Xuong Form 3 May 06, 2013

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement INTL FCSTONE INC. [INTL] A Nguyen Xuong (Month/Day/Year) 05/06/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) **230 SOUTH** (Check all applicable) LASALLE, SUITE 10-500 (Street) 6. Individual or Joint/Group 10% Owner Director Officer \_\_X\_\_ Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting COO of Affiliates Person CHICAGO, ILÂ 60604 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Restricted Shares of Common Stock 7,156 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
Security	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial
(Instr. 4)	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)
	Date Exercisable	Title	Derivative	Security:	
			Security	Direct (D)	

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		Expiration		Amount or		or Indirect	
		Date		Number of		(I)	
				Shares		(Instr. 5)	
Stock Options	11/30/2011(1)	11/30/2014	Common	2,000	\$ 23.49	D	Â
Stock Options (2)	12/16/2016 <sup>(3)</sup>	12/16/2021	Common	80,000	\$ 25.91 (4)	D	Â

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nguyen Xuong 230 SOUTH LASALLE SUITE 10-500 CHICAGO, ILÂ 60604

Â Â COO of Affiliates

## **Signatures**

Xuong Nguyen 05/06/2013

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) On 11/30/2011 the Optionee became entitled to exercise 667 shares of the Option, and on 11/30/2012 the Optionee became entitled to exercise 667 shares of the Option. Commencing on 11/30/2013 the Optionee shall be entitled to exercise 666 shares of the Option.
- The option grant was approved by the Company's Board of Directors on December 12, 2011, subject to shareholder approval of an (2) 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 options vest in equal tranches on each of the fifth, sixth, seventh, eighth and ninth anniversaires of the grant date.
- (4) The strike price of the grant was set by the Company's Board of Directors at 110% of the closing price on December 16, 2011.

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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