

STIFEL FINANCIAL CORP  
Form S-8  
February 13, 2007

As filed with the Securities and Exchange Commission on February 13, 2007

Registration No. 333-\_\_\_\_\_

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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AMENDMENT No. 2  
TO  
FORM S-8  
Registration Statement  
Under  
The Securities Act of 1933

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STIFEL FINANCIAL CORP.

(Exact name of registrant as specified in its charter)

Delaware

43-1273600

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification Number)

501 North Broadway  
St. Louis, Missouri

63102

(Address of principal executive offices)

(Zip Code)

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STIFEL FINANCIAL CORP. 2001 INCENTIVE STOCK PLAN

DAVID M. MINNICK, ESQ.  
General Counsel  
Stifel Financial Corp.  
501 North Broadway  
St. Louis, Missouri 63102

(Name and address of agent for service)

Telephone number, including area code, of agent for service: **(314) 342-2000**

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Copy to:

ROBERT M. LAROSE, ESQ.  
Thompson Coburn LLP  
One Firststar Plaza  
St. Louis, Missouri 63101  
(314) 552-6000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share <sup>(1)</sup>	Proposed Maximum Aggregate Offering Price <sup>(1)</sup>	Amount of Registration Fee
Common Stock, \$0.15 par value	2,000,000 shares	\$46.23	\$92,460,000	\$9,893.22

(1)

Includes one attached Preferred Share Purchase Right per share.

(2)

Estimated solely for purposes of computing the Registration Fee pursuant to the provisions of Section 457(h), based upon the average of the high and low sale prices of common stock, \$0.15 par value, of the Registrant as reported on the New York Stock Exchange on February 9, 2007.

STIFEL FINANCIAL CORP  
2001 INCENTIVE STOCK PLAN  
Amendment No. 2

EXPLANATORY NOTE

This Amendment No. 2 to Registration Statement on Form S-8 is being filed by Stifel Financial Corp. (the "Registrant") in connection with the registration of an additional 2,000,000 shares of common stock, \$0.15 par value per share ("Common Stock"), for issuance to participants under the Stifel Financial Corp. 2001 Incentive Stock Plan (the "Plan"). The contents of the Registration Statements on Form S-8 (Reg. No. 333-82328 & Reg. No. 333-105756) filed by the Registrant with the Securities and Exchange Commission (the "Commission") on February 7, 2002 and June 2, 2003, are incorporated herein by reference.

The board of directors of the Registrant amended and restated the Plan in August 2005, and such amendment and restatement was approved by the Registrant's stockholders on October 26, 2005. In addition to reserving an additional two million (2,000,000) shares of the Registrant's Common Stock for issuance under the Plan, this amendment and restatement of the Plan increased the maximum number of shares that may be issued to an individual in any calendar year from 133,000 shares to 200,000 shares, and increased the trigger for change of control events from 15% to 20%. The Plan, as amended and restated, is attached as Appendix I to the Registrant's Proxy Statement on Schedule 14A (File No. 001-09305), filed by the Registrant with the Commission on September 28, 2005, and is hereby incorporated by reference into this registration statement.

Item 8. Exhibits.

See Exhibit Index on page 5 hereof.

SIGNATURES

**The Registrant.** Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment No. 2 to Registration Statements (Reg. No. 333-82328 & Reg. No. 333-105756) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on February 13, 2007.

S T I F E L  
F I N A N C I A L  
C O R P .

By /s/ Ronald J. Kruszewski

R o n a l d J .  
K r u s z e w s k i  
C h a i r m a n ,  
P r e s i d e n t a n d C h i e f  
E x e c u t i v e O f f i c e r

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ronald J. Kruszewski</u>	Chairman of the Board, President, Chief Executive Officer, and Director	February 13, 2006
Ronald J. Kruszewski Principal Executive Officer		
<u>/s/ James M. Zemlyak</u>	Senior Vice President, Chief Financial Officer, Treasurer, and Director	February 13, 2006
James M. Zemlyak Principal Financial Officer and Principal Accounting Officer		
<u>/s/ Robert J. Baer</u>	Director	February 13, 2006
Robert J. Baer		
<u>/s/ Bruce A. Beda</u>	Director	February 13, 2006
Bruce A. Beda		
<u>/s/ Charles A. Dill</u>	Director	February 13, 2006

Charles A. Dill <u>/s/ John P. Dubinsky</u>	Director	February 13, 2006
John P. Dubinsky <u>/s/ Richard F. Ford</u>	Director	February 13, 2006
Richard F. Ford <u>/s/ Frederick O. Hanser</u>	Director	February 13, 2006
Frederick O. Hanser <u>/s/ Richard J. Himelfarb</u>	Director	February 13, 2006
Richard J. Himelfarb <u>*</u>	Director	February 13, 2006
Robert E. Lefton <u>/s/ Scott B. McCuaig</u>	Director	February 13, 2006
Scott B. McCuaig <u>/s/ Thomas P. Mulroy</u>	Director	February 13, 2006
Thomas P. Mulroy <u>/s/ James M. Oates</u>	Director	February 13, 2006
James M. Oates <u>/s/ Joseph A. Sullivan</u>	Director	February 13, 2006

Joseph A. Sullivan

\*By /s/ Ronald J. Kruszewski  
Ronald J. Kruszewski  
Attorney-in-fact

Ronald J. Kruszewski, by signing his name hereto, does sign this document on behalf of the individuals named above, pursuant to a power of attorney duly executed by such individuals, previously filed as Exhibit 24.1 to the Registration Statement on Form S-8 filed on February 7, 2002.



EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1(a)	Restated Certificate of Incorporation of the Company filed with the Secretary of State of Delaware on June 1, 1983, incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1, as amended (Registration File No. 2-84232) filed July 19, 1983.
4.1(b)	Amendment to Restated Certificate of Incorporation of the Company filed with the Secretary of State of Delaware on May 11, 1987, incorporated herein by reference to Exhibit 3(a)(2) to the Company's Annual Report on Form 10-K (File No. 1-9305) for the fiscal year ended July 31, 1987.
4.1(c)	Amendment to Restated Certificate of Incorporation of the Company filed with the Secretary of State of Delaware on November 28, 1989, incorporated herein by reference to Exhibit 3(a)(4) to the Company's Annual Report on Form 10-K (File No. 1-9305) for the fiscal year ended July 27, 1990.
4.2	Amended and Restated By-Laws of the Company, incorporated herein by reference to Exhibit 3(b)(1) to the Company's Annual Report on Form 10-K (File No. 1-9305) for the fiscal year ended July 30, 1993.
5.1	Opinion of Thompson Coburn as to the legality of the securities being registered.*
23.1	Consent of Deloitte & Touche LLP.*
23.2	Consent of Thompson Coburn (included in Exhibit 5.1).
24.1	Power of Attorney (set forth on signature page hereto).**
99.1	Stifel Financial Corp. 2001 Incentive Stock Plan, attached as Appendix I to the Registrant's Proxy Statement on Schedule 14A (File No. 001-09305), filed by the Registrant with the Commission on September 28, 2005, and incorporated herein by reference.

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\* Filed herewith

\*\* Previously filed