

Feinberg Hill A
Form 4
December 21, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Feinberg Hill A

2. Issuer Name and Ticker or Trading Symbol
Hilltop Holdings Inc. [HTH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 CRESCENT COURT, SUITE 1330

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

CEO First Southwest Holdings

(Street)
DALLAS, TX 75201

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/20/2012		G	V 50,000 D	\$ 0 1,458,545	D	
Common Stock	12/20/2012		G	V 12,000 D	\$ 0 1,446,545	D	
Common Stock	12/20/2012		G	V 8,000 D	\$ 0 1,438,545	D	
Common Stock	12/20/2012		G	V 4,000 D	\$ 0 1,434,545	D	
Common Stock	12/20/2012		G ⁽¹⁾	V 25,000 D	\$ 0 1,409,545	D	

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Common Stock	12/20/2012	G	V	25,000	D	\$ 0	1,384,545	D	
Common Stock	12/20/2012	G	V	9,000	D	\$ 0	1,375,545	D	
Common Stock	12/20/2012	G ⁽¹⁾	V	25,000	A	\$ 0	25,776 ⁽²⁾	I	By Wife
Common Stock							776 ⁽²⁾	I	By Max McDermott Trust

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Feinberg Hill A 200 CRESCENT COURT, SUITE 1330 DALLAS, TX 75201	X		CEO First Southwest Holdings	

Signatures

/s/ HILL A.
FEINBERG

12/20/2012

**Signature of Reporting Person

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).

(1) This transaction involved a gift of securities by the reporting person to his spouse, who shares the reporting person's household.

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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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