

TEXAS CAPITAL BANCSHARES INC/TX

Form 4

October 31, 2014

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 *
STALLINGS ROBERT W

2. Issuer Name and Ticker or Trading Symbol
TEXAS CAPITAL BANCSHARES INC/TX [TCBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2000 MCKINNEY, SUITE 700
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/29/2014

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 10/29/2014 | | M | | 3,000 A \$ 14.17 | | D |
| Common Stock | 10/29/2014 | | F | | 717 D \$ 59.05 (1) | | D |
| Common Stock | 10/29/2014 | | S | | 2,283 D \$ 59.05 (1) | | D |
| Common Stock | 10/29/2014 | | M | | 2,400 A \$ 18.52 | | D |
| | 10/29/2014 | | F | | 752 D | | D |

| | | | | | | | | |
|--------------|------------|--|---|-------|------------|------------|-------|-------|
| Common Stock | | | | | \$ | | | |
| | | | | | 59.05 | | | |
| | | | | | <u>(1)</u> | | | |
| Common Stock | 10/29/2014 | | S | 1,648 | D | \$ | 59.05 | 5,475 |
| | | | | | | <u>(1)</u> | | D |

Reminder: Report on a separate line for each class of securities beneficially 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.

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(9-02)

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Right | \$ 14.17 | 10/29/2014 | | M | 3,000 | 05/19/2010 ⁽²⁾ 05/19/2019 | Common Stock 3,000 |
| Stock Appreciation Right | \$ 18.52 | 10/29/2014 | | M | 2,400 | 05/18/2011 ⁽³⁾ 05/18/2020 | Common Stock 2,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STALLINGS ROBERT W 2000 MCKINNEY SUITE 700 DALLAS, TX 75201 | X | | | |

Signatures

Kristen Cunningham,
Attorney-in-Fact

10/31/2014

__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).
The stated price represents the weighted average based on prices ranging from \$58.91 to \$59.22. Upon request from the SEC staff, the
(1) issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price will be provided.
- (2) The stock appreciation rights vested in 20% increments over 5 years beginning on the first anniversary of their grant date on May 19, 2009.
- (3) The stock appreciation rights vested in 20% increments over 5 years beginning on the first anniversary of their grant date on May 18, 2010.

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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