

HEGI FREDERICK B JR
Form 4
December 05, 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 *
HEGI FREDERICK B JR

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 AVENUE, SUITE 700
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/03/2012

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)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	12/03/2012		M	977	A \$ 23	20,485 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	12/03/2012		M	1,000	A \$ 22.47	21,485	D
Common Stock, par value \$0.01	12/03/2012		M	705	A \$ 18.52	22,190	D

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per share

Common Stock, par value \$0.01 per share	12/03/2012	M	1,231	A	\$ 14.17	23,421	D
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Common Stock, par value \$0.01 per share	12/03/2012	M	1,402	A	\$ 18.67	24,823	D
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Common Stock, par value \$0.01 per share	12/03/2012	S	5,315	D	\$ <u>(2)</u> 44.94	19,508	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Appreciation Rights	\$ 23	12/03/2012		M	2,000	05/16/2006 05/16/2016	Common Stock, par value \$0.01 per share	977
Stock Appreciation Rights	\$ 22.47	12/03/2012		M	2,000	07/23/2007 07/23/2017	Common Stock, par value \$0.01 per share	1,000
Stock Appreciation	\$ 18.52	12/03/2012		M	1,200	05/18/2010 05/18/2020	Common Stock, par	705

Rights

value
\$0.01 per
share

Stock

Appreciation \$ 14.17 12/03/2012

M 1,800 05/19/2009 05/19/2019

Rights

Common
Stock, par
value 1,23
\$0.01 per
share

Stock

Appreciation \$ 18.67 12/03/2012

M 2,400 05/19/2008 05/19/2018

Rights

Common
Stock, par
value 1,40
\$0.01 per
share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEGI FREDERICK B JR 2000 MCKINNEY AVENUE SUITE 700 DALLAS, TX 75201	X			

Signatures

Frederick B.
Hegi, Jr. 12/05/2012

 **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).
- The stated Amount of Securities Beneficially Owned reflects a transfer of 43,000 shares from Mr. Hegi's direct holdings to Hegi Family
- (1) Holdings, L.P., a family limited partnership of which Mr. Hegi is the managing partner and sole decision maker, which now holds 43,000 shares in Texas Capital Bancshares, Inc.
- The stated price represents the weighted average based on prices ranging from \$44.9000 to \$44.9813. Upon request from the SEC staff,
- (2) the 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.

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.