Hilltop Holdings Inc. Form EFFECT July 14, 2009

-width: 1; border-right-width: 1; border-bottom-width: 1">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 Indirect Beneficial Ownership

(Instr. 4)CodeVAmount(A) or (D)Price COMMON STOCK 124,429.322 D COMMON STOCK

18,688.605 I TRUSTEE (1) COMMON STOCK 23,612.623 I TRUSTEE (2) COMMON STOCK

11,764.652 I SPOUSE - CAROL M LAMBERT COMMON STOCK 23,612.623 I TRUSTEE (3) COMMON

STOCK 18,688.605 I TRUSTEE (4) COMMON STOCK 18,688.605 I TRUSTEE (5) COMMON STOCK08/09/2006 P 800 A \$ 18.51 800 I SPOUSE - CAROL M LAMBERT (6) COMMON STOCK08/09/2006 P 200 A \$ 18.52 1,000 I SPOUSE - CAROL M LAMBERT (6) COMMON STOCK08/09/2006 P 1,700 A \$ 18.48

1,700 D (6) COMMON STOCK08/09/2006 P 300 A \$ 18.49 2,000 D (6)

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Tit Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	
				Code '	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address			•	
	Director	10% Owner	Officer	Other

LAMBERT PHELPS L

PO BOX 236 X

HENDERSON, KY 42420

Reporting Owners 1

Relationships

Signatures

JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS ATTORNEY-IN-FACT

08/15/2006

**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) ANASTASIA LAMBERT IRREV TRUST, PHELPS L LAMBERT TRUSTEE
- (2) ANNE M LAMBERT IRREV TRUST, PHELPS L LAMBERT TRUSTEE
- (3) DARRELL LAMBERT IRREV TRUST, PHELPS L LAMBERT TRUSTEE
- (4) PHELPS J LAMBERT IRREV TRUST, PHELPS L LAMBERT TRUSTEE
- (5) PETER C LAMBERT IRREV TRUST, PHELPS L LAMBERT TRUSTEE
- (6) HELD IN IRA WITH BROKER

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.

Signatures 2