

Hilltop Holdings Inc.
Form 4
February 26, 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 *
White Alan B

(Last) (First) (Middle)

200 CRESCENT COURT, SUITE
1330

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

CEO of PlainsCapital Corp.

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/24/2014		A	(A) or (D) V Amount 14,812 (1)	\$ 0 432,267 (2)	D	
Common Stock					10,239 (3) (4)	I	By Wife
Common Stock					23,806 (4)	I	By Double E Investments
Common Stock					12,883 (4)	I	By EAW White Family Partnership, Ltd.

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).

Represents restricted stock units granted to the reporting person. Such restricted stock units will vest, and an equal number of shares of common stock will be deliverable to the reporting person, upon the third anniversary of the date of grant, February 24, 2017, or

- (1) immediately upon the earlier occurrence of events specified in the reporting person's restricted stock unit award agreement, including a "change in control" of Hilltop Holdings Inc. The shares of common stock deliverable upon conversion of such restricted stock units will be subject to restrictions on transfer until the first anniversary of the vesting date of the restricted stock units, February 24, 2018, or an earlier "change in control" of Hilltop Holdings Inc.
- (2) Includes 94,893 shares of common stock held in an individual retirement account for the benefit of the reporting person.
- (3) Includes 454 shares of common stock held in the Plains Capital Corporation Employee Stock Ownership Plan.

The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein. The reporting

- (4) 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.

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.