

Smith Philip Andrew  
 Form 3  
 March 07, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *<br>Smith Philip Andrew<br>(Last) (First) (Middle)<br><br>708 THIRD AVENUE, SUITE 1500<br>(Street)<br><br>NEW YORK, NY 10017<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>03/07/2013 | 3. Issuer Name and Ticker or Trading Symbol<br>INTL FCSTONE INC. [INTL] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other<br>(give title below) (specify below)<br>CEO - subsidiary entity | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|---|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common                             | 92,939   | D   | ^  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year)<br><br>Date Exercisable | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|                              |                           | Expiration Date |              | Amount or Number of Shares |                         | or Indirect (I) (Instr. 5) |   |
|------------------------------|---------------------------|-----------------|--------------|----------------------------|-------------------------|----------------------------|---|
| Stock Options                | 12/05/2011 <sup>(1)</sup> | 12/05/2014      | Common Stock | 60,000                     | \$ 6.62                 | D                          | Â |
| Stock Options                | 12/11/2010                | 12/11/2013      | Common Stock | 11,445                     | \$ 15.56                | D                          | Â |
| Stock Options <sup>(2)</sup> | 12/16/2016 <sup>(3)</sup> | 12/16/2021      | Common Stock | 80,000                     | \$ 25.91 <sup>(4)</sup> | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                         |
|---|---------------|-----------|---------|-------------------------|
|   | Director      | 10% Owner | Officer | Other                   |
| Smith Philip Andrew<br>708 THIRD AVENUE<br>SUITE 1500<br>NEW YORK, NY 10017 | Â             | Â         | Â       | CEO - subsidiary entity |

## Signatures

Philip Andrew  
Smith                                  03/07/2013

          Signature of                                  Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) On 12/05/2011 the Optionee became entitled to exercise 20,000 shares of the Option. On 12/05/2012 the Optionee became entitled to exercise 20,000 shares of the Option. Commencing on 12/05/2013 the Optionee shall be entitled to exercise 20,000 shares of the Option. The option grant was approved by the Company's Board of Directors on December 12, 2011, subject to shareholder approval of an
- (2) Amendment to the Stock Option Plan under which the options were granted. The Company's shareholders approved the Amendment on February 23, 2012. The Amendment increased the number of shares that could be granted under the plan.
- (3) The options vest in equal tranches on each of the fifth, sixth, seventh, eighth and ninth anniversaries of the grant date.
- (4) The strike price of the grant was set by the Company's Board of Directors at 110% of the closing price on December 16, 2012.

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.