

TEXAS CAPITAL BANCSHARES INC/TX

Form 4

January 31, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES GEORGE F 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)

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

01/30/2007

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

CEO of Texas Capital Bank

2100 MCKINNEY
AVENUE, SUITE 900

(Street)

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

DALLAS, TX 75201

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. I
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Se (In	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾	01/30/2007	A		50,000		<u>(2)(3)</u>	<u>(2)(3)</u>	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JONES GEORGE F JR 2100 MCKINNEY AVENUE SUITE 900 DALLAS, TX 75201	X CEO of Texas Capital Bank

Signatures

/s/ George F.
Jones, Jr. 01/30/2007

Signature of Date
Reporting Person

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) The restricted stock units were granted to Mr. Jones as an award grant under the Company's 2005 Long-Term Incentive Plan for service as a director of the Company. Each restricted stock unit represents a contingent right to receive one share of TCBI common stock.
- The restricted stock units vest on January 30, 2013 (subject to certain exceptions as related to the change in control of the Company). Notwithstanding the foregoing, the vesting of the restricted stock units shall be accelerated in twenty percent increments as of the first trading day immediately following any 60 consecutive trading day period during which the fair market value of a share of the Company's common stock equals or exceeds certain target fair market values (\$25.00, \$27.50, \$30.00, \$32.50 and \$35.00) for at least 40 days during such 60 consecutive trading day period, provided that the Mr. Jones is employed by (or if Mr. Jones is a contractor, consultant or outside director, is providing services to) the Company or its subsidiaries on such date.
- (2) In the event such restricted stock units vest upon the achievement of a target fair market value, no additional restricted stock units shall vest until the achievement of the next highest target fair market value or, if earlier, January 30, 2013. Vested shares will be delivered to the reporting person within 2 1/2 months following the close of the calendar year in which the restricted stock units vested.
- (3)

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.